

ORMAT TECHNOLOGIES, INC.  
Form DEF 14A  
April 02, 2019

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14A

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Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant  
Filed by a Party other than the Registrant  
Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Under Rule 14a-12

Ormat Technologies, Inc.  
(Name of the Registrant as Specified In Its Charter)

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No fee required.

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1) Title of each class of securities to which transaction applies:

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the  
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- 1) Amount previously paid:
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  - 3) Filing Party:
  - 4) Date Filed:
-

Notice of Internet Availability of Proxy Materials

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 21 2019.

The proxy statement and annual report to security holders are available at <http://materials.proxyvote.com/686688>

To Our Stockholders:

On behalf of the Board of Directors, I cordially invite you to attend the 2019 Annual Meeting of Stockholders of Ormat Technologies, Inc. (the "Annual Meeting") to be held at the offices of White & Case LLP, at 1221 Avenue of the Americas, New York, NY 10020 on May 21, 2019 at 9:30 a.m., Eastern Daylight Time. We look forward to your attendance either in person or by proxy.

The purpose of the Annual Meeting is to:

1. elect the three Class III directors listed in the proxy statement, whose terms expire in 2022;
2. ratify the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as our independent registered public accounting firm for 2019;
3. approve, in a non-binding, advisory vote, the compensation paid to our named executive officers; and
4. transact any other business that may properly come before the Annual Meeting and any adjournments or postponements thereof.

Only stockholders of record at the close of business on March 25, 2019 may vote at the Annual Meeting. Each stockholder of record is entitled to one vote for each share of common stock held at that time.

Your vote is important to us regardless of whether or not you plan to attend the Annual Meeting. We encourage you to participate in the Annual Meeting, either by attending and voting in person or by voting through other acceptable means as promptly as possible. You may vote in person at the Annual Meeting, by telephone, through the Internet or by mailing your completed and signed proxy card.

This is not a ballot. You cannot use this notice as a Form for voting. This communication presents only an overview of the more complete proxy materials, which are available to you on the internet. You may view Ormat's 2019 Proxy Statement and Ormat's Annual Report on Form 10-K for 2018, which includes Ormat's audited financial statements for the year ended December 31, 2018, at <http://materials.proxyvote.com/686688>.

We encourage you to access and review all of the important information contained in the proxy materials before voting. Directions to attend the meeting where you may vote in person can be found at: <http://www.whitecase.com/locations/americas/new-york>.

Beneficial owners of shares held in street name who wish to vote at the meeting will need to obtain a proxy form from their record holder.

**YOUR VOTE IS IMPORTANT TO US WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. PLEASE SUBMIT YOUR PROXY TO VOTE YOUR SHARES BY SIGNING AND DATING A PROXY CARD AND RETURNING IT TO US IN THE ENVELOPE PROVIDED.**

By order of the Board of Directors,

/s/ Isaac Angel

Isaac Angel

Chief Executive Officer

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NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS  
To Be Held May 21, 2019

To Our Stockholders:

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Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 21, 2019:

This Proxy Statement and 2018 Annual Report to Stockholders, which includes the Annual Report on Form 10-K for the year ended December 31, 2018 are available at <http://materials.proxyvote.com/686688>.

By order of the Board of Directors,

/s/Isaac Angel

April 2, 2019  
Isaac Angel  
Chief Executive Officer

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ORMAT TECHNOLOGIES, INC.  
6140 Plumas St.,  
Reno, Nevada 89519

## 2019 PROXY STATEMENT

### GENERAL INFORMATION

The Board of Directors (the “Board”) of Ormat Technologies, Inc. (“Ormat” or the “Company”) is making this Proxy Statement available to you in connection with the solicitation of proxies on its behalf for the 2019 Annual Meeting of Stockholders (the “Annual Meeting”). The Annual Meeting will take place at the offices of White & Case LLP, at 1221 Avenue of the Americas, New York, NY 10020 on May 21, 2019, at 9:30 a.m., Eastern Daylight Time.

At the Annual Meeting, our stockholders will:

- (i) vote to elect the three Class III directors listed herein whose terms expire in 2022;
- (ii) vote to ratify the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited (“PwC ISR”) as our independent registered public accounting firm for 2019;
- (iii) vote to approve, in a non-binding, advisory vote, the compensation of our named executive officers (“NEOs”); and
- (iv) transact any other business that may properly come before the Annual Meeting.

Only stockholders of record at the close of business on March 25, 2019 may vote at the Annual Meeting.

We are taking advantage of Securities and Exchange Commission (“SEC”) rules that permit companies to furnish proxy materials to stockholders via the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”). If you received a Notice by mail, you will not receive a printed copy of our proxy materials unless you specifically request one by following the instructions contained in the Notice. The Notice instructs you on how to access our proxy materials, including this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “Annual Report”), via the Internet, as well as how to vote online or by telephone. We are first making this Proxy Statement and accompanying materials available to our stockholders on or about April 2, 2019.

**YOUR VOTE IS IMPORTANT TO US. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE PROMPTLY. YOU MAY VOTE OVER THE INTERNET, BY PHONE OR BY SIGNING AND DATING A PROXY CARD AND RETURNING IT TO US BY MAIL.**

By submitting your proxy using any of the methods specified in the Notice, you authorize each of Isaac Angel, our Chief Executive Officer, Hezi Kattan, our General Counsel and Chief Compliance Officer and Ety Rosner, our Senior Vice President and Corporate Secretary, to represent you and vote your shares at the Annual Meeting in accordance with your instructions. Either one of them may also vote your shares to adjourn the Annual Meeting and will be authorized to vote your shares at any postponements or adjournments of the Annual Meeting.

## Questions and Answers about the Annual Meeting and Voting

Why am I being provided with these materials?

We are providing this Proxy Statement to you in connection with the Board's solicitation of proxies to be voted at our Annual Meeting to be held on May 21, 2019, and at any postponements or adjournments of the Annual Meeting. We have either (1) delivered to you a Notice and made these proxy materials available to you on the Internet or (2) delivered printed versions of these materials, including a proxy card, to you by mail.

How do I vote my shares without attending the Annual Meeting?

If you are a stockholder of record, you may vote by granting a proxy. Specifically, you may vote:

By Internet - You may submit your proxy by going to [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You will need the Notice or proxy card in order to vote by Internet.

By Telephone - You may submit your proxy by using a touch-tone telephone to call toll-free 1-800-776-9437 in the United States or 1-718-921-8500 from foreign countries and following the instructions. You will need the Notice or proxy card in order to vote by telephone.

By Mail - You may vote by mail by requesting a proxy card from us, indicating your vote by completing, signing and dating the card where indicated and by mailing or otherwise returning the card in the envelope that will be provided to you. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity, indicate your name and title or capacity.

If you hold your shares in street name, you may vote by submitting voting instructions to your bank, broker or other nominee. In most instances, you will be able to do this on the Internet, by telephone or by mail as indicated above. Please refer to information from your bank, broker or other nominee on how to submit voting instructions.

What are the voting deadlines if I do not attend the Annual Meeting?

Internet and telephone voting facilities will close at 11:59 p.m. (Eastern Daylight Time) on May 20, 2019 for the voting of shares held by shareholders of record or held in street name.

Mailed proxy cards with respect to shares held of record or in street name must be received no later than May 20, 2019.

What am I voting on at the Annual Meeting?

At the Annual Meeting, there are three proposals scheduled to be voted on:

Proposal 1: elect the three Class III directors listed in this Proxy Statement (the "Nominee Proposal");

Proposal 2: ratify the appointment of PwC ISR as our independent registered public accounting firm for 2019 (the "Ratification Proposal"); and

Proposal 3: approve the compensation of our NEOs on an advisory basis (the "Say-on-Pay Proposal").

Members of our management team and a representative of PwC ISR will be present at the Annual Meeting to respond to appropriate questions from stockholders.





Who is entitled to vote?

Only stockholders of record at the close of business on March 25, 2019 (the “Record Date”) may vote at the Annual Meeting. The only class of stock entitled to vote at the Annual Meeting is Ormat common stock, par value \$0.001 per share (the “Common Stock”). Each holder of Common Stock is entitled to one vote for each share of Common Stock held by such holder. On the Record Date, there were 50,728,288 shares of Common Stock outstanding and entitled to vote at the Annual Meeting.

What is the difference between being a “record holder” and holding shares in “street name“?

A record holder holds shares in his, her or its name. Shares held in “street name” are shares that are held in the name of a bank or broker on a person’s or entity’s behalf.

Am I entitled to vote if my shares are held in “street name“?

If your shares are held in street name, the Notice will be forwarded to you by your bank or brokerage firm, along with a voting instruction card. You may vote by directing your bank or brokerage firm how to vote your shares. In most instances, you will be able to do this over the Internet, by telephone, or by mail as indicated below.

Under the rules of the New York Stock Exchange (the “NYSE”), if you do not give instructions to your bank or brokerage firm, it may vote on matters that the NYSE determines to be “routine”, but will not be permitted to vote your shares with respect to “non-routine” items. Under the NYSE rules, the Ratification Proposal is a routine matter, but the Nominee Proposal and Say-on-Pay Proposal are not considered to be routine matters, so the broker or bank cannot vote your shares on the Nominee Proposal and Say-on-Pay Proposal unless you provide voting instructions for each of these matters. If you do not provide voting instructions on a “non-routine” matter, your shares will not be voted on that matter, which is referred to as a “broker non-vote.”

As a street name holder, you are invited to attend the Annual Meeting, but you may not vote your shares in person at the Annual Meeting unless you obtain a proxy form from your broker or bank and bring the legal proxy to the Annual Meeting.

How many shares must be present to hold the Annual Meeting?

In order for us to conduct the Annual Meeting, the holders of a majority of the shares of Common Stock outstanding on the Record Date represented in person or by proxy shall constitute a quorum at the Annual Meeting. Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum.

Who can attend the Annual Meeting?

All Ormat stockholders of record as of the close of business on March 25, 2019 may attend the Annual Meeting. You will need a form of personal identification (such as a driver’s license) along with either your Notice, proxy card or proof of stock ownership to enter the Annual Meeting. If your shares are held beneficially in the name of a bank, broker or other holder of record and you wish to be admitted to the Annual Meeting, you must present proof of your ownership of Common Stock, such as a bank or brokerage account statement.

Are there other things I should know if I intend to attend the Annual Meeting?

Please note that no cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting.



What does it mean if I receive more than one Notice or proxy card about the same time?

It generally means you hold shares in more than one brokerage account. To ensure that all of your shares are voted, please sign and return each proxy card, or, if you vote by Internet or telephone, vote once for each Notice or proxy card you receive.

Can I change my vote after I submit my proxy?

Yes. Whether you have voted by Internet, telephone or mail, if you are a record holder of shares, you may revoke your proxy or change your vote at any time before it is actually voted:

by signing and delivering another proxy with a later date that is received no later than May 20, 2019;

by voting again by Internet or telephone at a later time before the closing of those voting facilities at 11:59 p.m. (Eastern Daylight Time) on May 20, 2019;

by sending a written statement to that effect to the Company's Corporate Secretary, provided that such statement is received no later than May 20, 2019; or

by voting in person at the Annual Meeting.

Please note, however, that if you are a beneficial owner of shares and you wish to revoke your proxy or vote at the Annual Meeting, you must follow the instructions provided to you by your bank, broker or other record holder and/or obtain from the record holder a proxy issued in your name. Your attendance at the Annual Meeting will not, by itself, revoke your proxy.

Who will count the votes?

Ormat's transfer agent, American Stock Transfer & Trust Company, will tabulate and certify the votes. A representative of the transfer agent may serve as an inspector of election.

What am I voting on, how many votes are required to approve each item, how are votes counted and how does the Board recommend I vote?

The table below summarizes the proposals that will be voted on, the vote required to approve each item, how votes are counted and how the Board recommends you vote:

Proposal	Vote Required	Voting Options	Board Recommendation <sup>(1)</sup>	Broker Discretionary Voting Allowed	Impact of Abstain Vote
Proposal 1 – Nominee Proposal	Majority of votes cast – "FOR" must exceed "AGAINST" votes	"FOR" "AGAINST" "ABSTAIN"	"FOR"	No	None
Proposal 2 – Ratification Proposal	Majority of votes present in person or represented by proxy and entitled to vote on this item of business	"FOR" "AGAINST" "ABSTAIN"	"FOR"	Yes	"AGAINST"
Proposal 3 – Say-on-Pay Proposal	Majority of votes present in person or represented by proxy and entitled to vote on this item of business	"FOR" "AGAINST" "ABSTAIN"	"FOR"	No	"AGAINST"

<sup>(1)</sup> If you are a registered holder and you sign and submit your proxy card without indicating your voting instructions, your shares will be voted in accordance with the Board's recommendation.

Will any other business be conducted at the Annual Meeting?

We know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the stockholders for a vote at the Annual Meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

## PROPOSAL 1 – ELECTION OF DIRECTORS

There are currently nine members of our Board. Our Third Amended and Restated Certificate of Incorporation provides for a classified Board divided into three classes: Dan Falk, Todd C. Freeland and Byron G. Wong constitute a class with a term that expires at the Annual Meeting in 2019 (the “Class III Directors”); David Granot, Yuichi Nishigori and Stanley B. Stern constitute a class with a term that expires at the Annual Meeting in 2020 (the “Class I Directors”); and Ravit Barniv, Dafna Sharir and Stan H. Koyanagi constitute a class with a term that expires at the Annual Meeting in 2021 (the “Class II Directors”).

Upon the recommendation of the Nominating and Corporate Governance Committee, the Board has considered and nominated the following slate of Class III nominees for a three-year term expiring in 2022: Dan Falk, Todd C. Freeland and Byron G. Wong. Action will be taken at the Annual Meeting for the election of these three nominees.

It is intended that the proxies delivered pursuant to this solicitation will be voted in favor of the election of Dan Falk, Todd C. Freeland and Byron G. Wong except in cases of proxies bearing contrary instructions. In the event that these nominees should become unavailable for election due to any presently unforeseen reason, the persons named in the proxy will have the right to use their discretion to vote for a substitute.

## NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS IN 2019

The following information describes the offices held, other business directorships and the class and term of each nominee. Beneficial ownership of equity securities of the nominees is shown under “Security Ownership of Certain Beneficial Owners and Management” below.

### Class III Directors Whose Terms Expire in 2019

**Dan Falk.** Dan Falk, 74, has been a member of our Board since November 2004. From 2001 to 2004, Mr. Falk was a business consultant to several public and private companies. From 1999 to 2000, Mr. Falk was Chief Operating Officer and Chief Executive Officer of Sapiens International N.V. From 1995 to 1999, Mr. Falk was an Executive Vice President of Orbotech Ltd. From 1985 to 1995, Mr. Falk was Vice President of Finance and Chief Financial Officer at Orbot Systems Ltd. and Orbotech Ltd. Mr. Falk also serves as a member of the board of directors of Nice Systems Ltd. and Attunity Ltd., both NASDAQ-listed companies. During the past five years, Mr. Falk served as a member of the board of directors of the following public companies, for which he no longer serves as a director: Orbotech Ltd., Advanced Vision Technology (AVT) Ltd., Orad Hi Tech Systems Ltd., Nova Measuring Systems Ltd., Amiad Water Systems Ltd., Plastopil Ltd. Mr. Falk received a BA in Economics and Political Science from Hebrew University in 1968 and an MBA from Hebrew University in 1972.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Falk’s financial reporting expertise and the breadth of his financial and business knowledge when evaluating his qualifications to serve as a director on the Board.

**Todd C. Freeland.** Todd C. Freeland, 52, has been a member of our Board since July 2017. He currently serves as Co-Head of Energy and Eco Services Business Headquarters and Chief Executive Officer of Energy and Eco Services Europe at ORIX Corporation (“ORIX”), where he is leading the firm’s global expansion into sectors including renewable energy, resource management, and other energy supply, conservation and storage activities. Between 2013 and 2016, prior to joining ORIX, Mr. Freeland served as the Director General of Private Sector Operations at the Asian Development Bank (“ADB”), where he was responsible for leading ADB’s banking and investment activities throughout Asia, deploying over \$2 billion of capital annually in companies and transactions that promote environmentally sustainable and inclusive economic growth in renewable energy, infrastructure, financial services and other industries. Prior to joining ADB, Mr. Freeland was a senior executive at several leading financial services firms, including BMO

Financial Group and Goldman Sachs & Co. Mr. Freeland holds a BA with Distinction in Economics from the University of North Carolina and a MBA with concentrations in International Finance and Marketing from the Kellogg Graduate School of Management, Northwestern University, where he was an Austin Scholar.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Freeland's extensive experience leading a diverse range of businesses and investments across the Americas, Europe, the Middle East and Asia, in industries that include energy, infrastructure, financial services, communications, media, and technology when evaluating his qualifications to serve as a director on the Board.

Byron G. Wong. Byron G. Wong, 67, has been a member of our Board since July 2017. Mr. Wong has been a private energy consultant following his retirement from Chevron Corporation (“Chevron”) at the end of 2012 after more than 31 years with Chevron, its affiliates and predecessor companies. While at Chevron, from 2001 to 2012, Mr. Wong was Senior Vice President - Commercial Development (Asia) for Chevron Global Power Company, managing a team of professionals in identifying and developing opportunities for independent power projects to monetize Chevron’s gas in the region, and also participating as a member of a decision review board for overseeing Chevron’s geothermal development opportunities in Indonesia and the Philippines. Prior to the merger with Chevron in 2001, Mr. Wong established and staffed the initial Asian office location for Texaco Power and Gasification in Singapore in 1999. Before moving to Singapore, from 1995 to 1999 Mr. Wong was based in London with Texaco Europe, first as the Director of New Business Development (Downstream) for Central/Eastern Europe and Former Soviet Union, with primary responsibility for developing Texaco’s downstream entry into this region; then second, from 1998 to early 1999 as Vice President of Upstream Corporate Development for Europe, Eurasia, Middle East and North Africa, focusing on opportunities for upstream oil and gas mergers, divestments and acquisitions. Mr. Wong received both his BA in Economics and his MBA in Finance from the University of California at Los Angeles.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Wong’s extensive experience and proficiency in understanding, developing and managing energy and power projects globally when evaluating his qualifications to serve as a director on the Board.

Directors are elected by a majority of all votes cast for the election of each director at the Annual Meeting, except for contested elections in which there are a greater number of candidates than there are seats to be filled, in which case a plurality voting standard will apply.

**OUR BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE CLASS III DIRECTOR NOMINEES NAMED ABOVE.**



## Continuing Members of the Board of Directors

The following information describes the offices held, other business directorships and the class and term of each director whose term continues beyond the Annual Meeting and who is not subject to election this year. Beneficial ownership of equity securities for these directors is also shown under “Security Ownership of Certain Beneficial Owners and Management” below.

### Class I Directors Whose Terms Expire in 2020

**David Granot.** David Granot, 72, has been a member of our Board since May 2012. Mr. Granot has served as the Temporary Acting Chairman of Bezeq Israeli Telecommunication Co. Ltd. since July 2017 to May 2018 and as a board member there since. From 2001 through 2007, Mr. Granot served as the Chief Executive Officer of the First International Bank of Israel Ltd. He also serves on the board of directors of non-United States public companies Alrov (Israel) Ltd., Tempo Beverages Ltd., Protalix Ltd. and Jerusalem Economy Ltd. and on the board of directors of Geregu Power PLC (a private company). During the past five years, Mr. Granot served as a member of the board of directors of the following non-U.S. public and private companies, for which he no longer serves as a director: Harel Insurance, Investment and Finance Ltd. (Chairman of nostro investment company), DIKLA Insurance Ltd. He earned a BA in Economics and an MBA from the Hebrew University in Jerusalem.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Granot’s extensive management, banking and financial experience, and his overall business knowledge when evaluating his qualifications to serve as a director on the Board.

**Yuichi Nishigori.** Yuichi Nishigori, 62, has been a member of our Board since July 2017. Mr. Nishigori presently serves since January 2014 as Head of Energy and Eco Services Business Headquarters at ORIX and has served as a member of the board of directors of ORIX since 2015. From 2012 to 2014, Mr. Nishigori was Head of Investment Banking at ORIX. Prior to joining ORIX in 2003, Mr. Nishigori began his investment and finance career at The Industrial Bank of Japan, Limited (presently Mizuho Bank) in 1980 and engaged in structured finance and various other corporate finance business in Asia and the United States (“U.S.” or “US”). He also serves on the board of directors of Tokyo Stock Exchange-listed Ubiteq, Inc. and private companies around the world, including ONE Energy Corporation and UniEnergy Corporation. Mr. Nishigori has a BA in Law from the University of Tokyo and Master of Laws from Boalt Hall School of Law, University of California, Berkeley.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Nishigori’s extensive experience and knowledge related to project development and investment when evaluating his qualifications to serve as a director on the Board.

**Stanley B. Stern.** Stanley B. Stern, 61, has been a member of our Board since November 2015. Mr. Stern is the Managing Partner of Alnitak Capital, which he founded in 2013 to provide board level strategic advisory services and merchant banking services, primarily to companies in technology-related industries. From 1981 to 2000 and from 2004 to 2013, he was a Managing Director at Oppenheimer & Co, where, among other positions, he was head of the investment banking department and technology investment banking group. He also held positions at Salomon Brothers, STI Ventures and C.E. Unterberg. Mr. Stern has served as chairman of the board of directors of Audiocodes, Inc. since 2012, and has served as a member of the board of directors of Ekso Bionics Holdings, Inc. since 2015 and Foamix, Ltd. since 2014. In the past, Mr. Stern served from 2015 to 2018 as the chairman of the board of directors of SodaStream International Ltd. and as a member of the board of directors of the following public and private companies, for which he no longer serves as a director: Given Imaging, Fundtech Inc., Tucows, Inc. (Chairman) and Odimo, Inc. He earned a BA in Economics and Accounting from City University of New York, Queens College, and an MBA from Harvard University.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Stern's extensive management, banking and financial experience, particularly in technology-related industries when evaluating his qualifications to serve as a director on the Board.

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Class II Directors Whose Terms Expire in 2021

Ravit Barniv. Ravit Barniv, 55, has been a member of our Board since November 2015. Ms. Barniv serves as a board member of Clalit Health Care in Israel since November 2016. Previously, From 2013 to 2015, she has served as the chairperson of the board of directors of Tnuva Group, the largest food group in Israel, and, From 2007 to 2012 as the chairperson of the board of directors of Shikun & Binui Ltd., a leading Infrastructure, real estate and renewable energy group in Israel, and as CEO of Netvision Communications. She earned a BA in Economics and Philosophy and an MBA from Tel-Aviv University and an MA in Governance with a specialization in counterterrorism from IDC Herzliya.

Our Board and the Nominating and Corporate Governance Committee considered in particular Ms. Barniv's extensive management experience and knowledge in the construction and infrastructure and renewable energy industries when evaluating her qualifications to serve as a director on the Board.

Dafna Sharir. Dafne Sharir, 50, has been a member of our Board since May 2018. Ms. Sharir has served on the board of directors of Frutarom Industries Inc. from 2013 to 2018 and the board of directors of Gilat Satellite Networks since 2016. From 2012 to 2015, she served on the board of directors of Ormat Industries Inc., which was merged into Ormat Systems Ltd on February 2015. Since 2005, Ms. Sharir has served as a consultant, providing mergers and acquisitions advisory services, including with respect to due diligence, structuring and negotiation, to public and private companies around the world. From 2002 to 2005, she served as Senior Vice President – Investments of AMPAL, a US public company and was responsible for all of AMPAL's acquisitions and dispositions. From 1999 to 2002, she served as Business Development – Director of Mergers and Acquisitions at AMDOCS and was responsible for international acquisitions and equity investments. Ms. Sharir earned an LL.B from Tel Aviv University School of Law and a BA in Economics from Tel Aviv University School of Economics, as well as an LL.M. from New York University School of Law and an MBA from INSEAD.

Our Board and the Nominating and Corporate Governance Committee considered in particular Ms. Sharir's extensive domestic and international financial and legal experience specifically in mergers and acquisitions when evaluating her qualifications to serve as a director on the Board.

Stan H. Koyanagi. Stan H. Koyanagi, 58, has been a member of our Board since July 2017. Mr. Koyanagi presently serves as the Director and Managing Executive Officer and Global General Counsel of ORIX and has served on the board of directors of ORIX since June 2017. Previously, Mr. Koyanagi served in senior legal positions at ORIX USA Corporation, the US holding company of ORIX, and KB HOME, a NYSE-listed homebuilder. Mr. Koyanagi started his legal career in private practice in 1985 and became a partner at the international law firm of Graham & James LLP (now Squire Patton Boggs LLP) in 1993, representing public and private companies for over 30 years, advising on corporate transactional, regulatory, compliance and governance matters. Mr. Koyanagi received a BS from the University of Southern California and a JD from Stanford University.

Our Board and the Nominating and Corporate Governance Committee considered in particular Mr. Koyanagi's extensive experience in domestic and international legal affairs when evaluating his qualifications to serve as a director on the Board.

## THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS

### Overview

Our Board manages or directs the business and affairs of the Company, as provided by Delaware law, and conducts its business and affairs through meetings of the Board and four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Investment Committee. On May 4, 2017, the Company entered into a governance agreement (the “Governance Agreement”) with ORIX in connection with an agreement between ORIX, certain former stockholders of the Company, Isaac Angel, the Company’s Chief Executive Officer (the “CEO”), and Doron Blachar, the Company’s Chief Financial Officer (the “CFO”), pursuant to which ORIX agreed to purchase approximately 22.1% of our Common Stock (the “ORIX Transaction”) for approximately \$627 million. The Governance Agreement described below under “Transactions with Related Persons”, which became effective on July 26, 2017 upon the closing of the ORIX Transaction, provides ORIX the right, for as long as ORIX and its affiliates collectively hold at least 18% of the voting power of all of the Company’s outstanding voting securities, to nominate three directors to our Board and jointly propose and nominate with the Company a director who is independent in accordance with the NYSE listing standards and SEC rules and regulations and who does not have, and within the three years prior to his or her becoming a director nominee of the Company has not had, any material relationship with ORIX or its affiliates (the “Independent ORIX Director”). If ORIX and its affiliates collectively hold less than 18% of the voting power of all of the Company’s outstanding voting securities but greater than or equal to 13% of the voting power of all of the Company’s outstanding voting securities, ORIX has the right to nominate two directors to our Board and jointly propose and nominate with the Company the Independent ORIX Director. If ORIX and its affiliates collectively hold less than 13% of the voting power of all of the Company’s outstanding voting securities but greater than or equal to 5% of the voting power of all of the Company’s outstanding voting securities, ORIX has the right to nominate one director to our Board, but will no longer have the right to jointly propose and nominate with the Company the Independent ORIX Director. If ORIX holds less than 5% of the voting power of all of the Company’s outstanding voting securities, ORIX does not have the right to nominate any directors to our Board. Currently, ORIX has appointed three directors (Messrs. Freeland, Koyanagi and Nishigori) and has jointly proposed an Independent ORIX Director (Mr. Wong).

See “Transactions with Related Persons” below for further information concerning the ORIX Transaction.

### Director Independence and Independence Determinations

Under our Corporate Governance Guidelines and NYSE rules, a director is not independent unless the Board affirmatively determines that he or she does not have a direct or indirect material relationship with the Company or any of its subsidiaries.

The Board has established guidelines of director independence to assist it in making independence determinations, which conform to the independence requirements in the NYSE listing standards. In addition to applying these guidelines, which are set forth in our Corporate Governance Guidelines (which may be found on the Corporate Governance page of the Investor Relations section on our website at [www.ormat.com](http://www.ormat.com)), the Board will consider all relevant facts and circumstances in making an independence determination. The Board’s policy is to review the independence of all directors at least annually.

In the event a director has a relationship with the Company that is relevant to his or her independence and is not addressed by the independence guidelines, the Board will determine in its judgment whether such relationship is material.

The Nominating and Corporate Governance Committee undertook its annual review of director independence and made a recommendation to our Board regarding director independence. As a result of this review, our Board

affirmatively determined that all nine of the Company's directors are independent under the guidelines for director independence set forth in the Corporate Governance Guidelines and for purposes of applicable NYSE standards, including with respect to committee service. Our Board has also determined that each of Messrs. Falk, Granot, Stern and Wong is "independent" for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

## Board Structure

The Board maintains the flexibility to determine whether the roles of Chairman of the Board and CEO should be combined or separated, based on what it believes is in the best interests of the Company at a given point in time. The Board believes that this flexibility is in the best interest of the Company and that a one-size-fits-all approach to corporate governance, with a mandated independent Chairman, would not result in better governance or oversight. Our Fourth Amended and Restated Bylaws provide for the position of Lead Independent Director whenever our Chairman of the Board is also the CEO. Currently, the CEO position is separate from the Chairman of the Board position. We believe that the separation of the Chairman and CEO positions is appropriate corporate governance for us at this time. Accordingly, Mr. Freeland serves as Chairman, while Mr. Angel serves as our Chief Executive Officer and does not serve on our Board. Our Board believes that this structure best encourages the free and open dialogue of competing views and provides for strong checks and balances. Additionally, Mr. Freeland's attention to Board and committee matters allows Mr. Angel to focus more specifically on overseeing the Company's day-to-day operations as well as strategic opportunities and planning.

## Executive Sessions

There are currently no employee members of the Board. The Board regularly meets in executive session with no members of management present. Executive sessions are chaired by the Chairman of the Board. Each of the committees of the Board also meets regularly in executive session.

## Board Committees and Meetings

The following table summarizes the current membership of each of the Board's committees.

	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Investment Committee
Ravit Barniv*		X, Chair	X	X
Dan Falk*	X, Chair	X	X	
Todd C. Freeland*		X <sup>(1)</sup>	X, Chair <sup>(1)</sup>	
David Granot*	X	X	X	X, Chair
Stan H. Koyanagi*				
Yuichi Nishigori*				X <sup>(2)</sup>
Dafna Sharir*				
Stanley B. Stern*	X			
Byron G. Wong*	X			

(1) Appointed to serve on the Compensation Committee and Nominating and Corporate Governance Committee in accordance with the terms of the Governance Agreement.

(2) Appointed to serve on the Investment Committee in accordance with the terms of the Governance Agreement.

\*Independent director

All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and the annual meeting of stockholders. During 2018, the Board met in person or by telephone 15 times. During 2018, (i) the Audit Committee met in person or by telephone 13 times, (ii) the Nominating and Corporate Governance Committee met in person or by telephone three times, (iii) the Compensation Committee met in person or by telephone eight times and (iv) the Investment Committee met in person or by telephone two times. No member of the Board attended fewer than 75% of the aggregate of the total number of meetings of the Board (held during the period for which he or she was a director) and the total number of meetings held by all committees of the Board on which such director served (held during the period that such director served). All of the directors serving at the time of last year's annual meeting attended last year's annual meeting of stockholders.

Pursuant to the Governance Agreement, (i) the Compensation Committee, Nominating and Corporate Governance Committee and all other Board Committees must consist of two directors designated by the members of our Board that were not designated by ORIX and one director designated by ORIX and (ii) the Audit Committee must consist of two directors designated by the members of our Board that were not designated by ORIX and the Independent ORIX Director.

**Audit Committee.** All members of the Audit Committee are "independent" in accordance with the NYSE listing standards and SEC rules applicable to boards of directors in general and audit committee members in particular. The Board has determined that Mr. Falk qualifies as an "audit committee financial expert" as defined by the applicable SEC rules and that each member of the Audit Committee is "financially literate" within the meaning of the listing standards of the NYSE.

The Audit Committee selects, on behalf of our Board, an independent public accounting firm to be engaged to audit our financial statements, discusses with the independent registered public accounting firm its independence, reviews and discusses the audited financial statements with the independent registered public accounting firm and manages and reviews our compliance with legal and regulatory requirements with respect to accounting policies, internal controls and financial reporting. In addition, the Audit Committee oversees the procedures established by the Company for receiving and addressing anonymous complaints regarding financial or accounting irregularities, among other things.

The charter of the Audit Committee is available on the Company's website at [www.ormat.com](http://www.ormat.com).

**Compensation Committee.** All members of the Compensation Committee are "independent" in accordance with our Corporate Governance Guidelines, the NYSE listing standards and SEC rules applicable to boards of director in general and compensation committees in particular. In addition, at least two members of the Compensation Committee qualify as "non-employee directors" for purposes of Rule 16b-3 under the Exchange Act and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)").

The Compensation Committee operates pursuant to a written charter adopted by the Board, which sets forth the duties and responsibilities of the Compensation Committee, which include (i) annual review of corporate goals and objectives relevant to the compensation of our CEO and other executive officers and evaluation of the performance of our CEO and other executive officers in light of these goals and objectives, individual achievements of our CEO and other executive officers and the compensation of similarly situated executive officers at comparable companies, (ii) approval and recommendation to our Board for approval of the compensation of our CEO and other executive officers based on this evaluation and (iii) periodic review and approval of all elements of our CEO's and other executive officers' compensation, including cash-based and equity-based awards and opportunities, any employment agreements and severance agreements, any change in control agreements and any special or supplemental compensation and benefits for our CEO and other executive officers.





The Compensation Committee's duties and responsibilities also include:

- making recommendations to our Board as to changes in Ormat's general compensation philosophy;
- making recommendations to our Board with respect to the adoption, amendment, termination or replacement of incentive compensation, equity-based plans or other compensation plans, policies and programs;
- overseeing the development and implementation of such incentive compensation, equity-based plans or other compensation plans, policies and programs;
- establishing performance goals and metrics under any such plan, policy or program and certifying attainment of any such performance goals and metrics, including for purposes of Section 162(m); and
- monitoring Ormat's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation.

The charter of the Compensation Committee is available on the Company's website at [www.ormat.com](http://www.ormat.com).

Nominating and Corporate Governance Committee. All members of the Nominating and Corporate Governance Committee are "independent" in accordance with our Corporate Governance Guidelines, the NYSE listing standards and SEC rules applicable to board of directors in general.

The Nominating and Corporate Governance Committee assists our Board in fulfilling its responsibilities by developing criteria and qualifications for Board membership, identifying and approving individuals who meet such criteria and are qualified to serve as members of our Board, selecting director nominees for our annual meetings of stockholders and developing and recommending to our Board corporate governance guidelines and monitoring compliance with such guidelines.

The Nominating and Corporate Governance Committee develops guidelines that set forth the criteria and qualifications for Board membership, including, but not limited to, minimum individual qualifications, relevant career experience and technical skills, education, industry knowledge and experience, financial expertise, geographic ties, familiarity with the Company's business, independence under applicable SEC rules and regulations and the NYSE listing standards, diversity and ability to work collegially with others. The Nominating and Corporate Governance Committee uses these guidelines to identify, interview and evaluate potential director candidates to determine their qualifications to serve on our Board as well as their compatibility with the culture of the Company, its philosophy and its Board and management.

As mentioned above, the Nominating and Corporate Governance Committee and the Board include diversity of "viewpoints, background, experience and other demographics" as one of several criteria that they consider in connection with selecting candidates for the Board. While neither the Board nor the Nominating and Corporate Governance Committee has a formal diversity policy, one of many factors that the Board and the Nominating and Corporate Governance Committee carefully consider is the importance to the Company of gender diversity in board composition. Moreover, when considering director candidates, the Nominating and Corporate Governance Committee and the Board seek individuals with backgrounds and qualities that, when combined with those of our incumbent directors, enhance the Board's effectiveness and, as required by the Governance Guidelines, result in the Board having "a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company's business".

The Nominating and Corporate Governance Committee considers the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Corporate Governance Committee considers potential director candidates. Candidates may come to the attention of the Nominating and Corporate Governance Committee through current Board members, professional search firms, stockholders or other persons. The Nominating and Corporate Governance Committee is responsible for conducting appropriate inquiries into the backgrounds and qualifications of potential director candidates and their suitability for service on our Board.

In the case of Todd C. Freeland, who has served on our Board since 2017, ORIX recommended him as a director nominee pursuant to the Governance Agreement described below under “Transactions with Related Persons.”

In the case of Byron G. Wong, who has served on our Board since 2017, ORIX initially identified him as a potential director nominee. Prior to his nomination, the Nominating and Corporate Governance Committee Chairman, as well as a number of other members of the Board, met with Mr. Wong to consider whether he would be an appropriate candidate for the Board. On July 5, 2017 the Nominating and Corporate Governance Committee met to review Mr. Wong’s qualifications and consider his candidacy. At that meeting, they voted unanimously to recommend Mr. Wong’s appointment as a director to the Board for final consideration and approval. Following such recommendation, on July 26, 2017, the Board appointed Mr. Wong as a Class III Director.

The Nominating and Corporate Governance Committee will evaluate director candidates recommended by stockholders in the same manner in which the Nominating and Corporate Governance Committee evaluates any other director candidate.

Any recommendation submitted to the Corporate Secretary should be in writing and should include any supporting material the stockholder considers appropriate in support of that recommendation, but must include information that would be required under the rules of the SEC to be included in a proxy statement soliciting proxies for the election of such candidate and a written consent of the candidate to serve as one of our directors if elected. Stockholders wishing to propose a candidate for consideration may do so by submitting the above information to the attention of the Corporate Secretary, 6140 Plumas St., Reno, Nevada 89519. All recommendations for nomination received by the Corporate Secretary that satisfy our bylaw requirements relating to such director nominations will be presented to the Board for its consideration. Stockholders must also satisfy the notification, timeliness, consent and information requirements set forth in our bylaws. These requirements are also described under the section entitled “Stockholder Proposals for the 2020 Annual Meeting of Stockholders.”

The charter of the Nominating and Corporate Governance Committee is available on the Company’s website at [www.ormat.com](http://www.ormat.com).

Investment Committee. All members of the Investment Committee are “independent” in accordance with our Corporate Governance Guidelines, the NYSE listing standards and SEC rules applicable to board of directors in general.

The Investment Committee assists our Board in evaluating and determining the hedging transactions that we may enter into to hedge our exposure to certain risks and makes recommendations as to the investment of our cash and cash-equivalents, all in accordance with the investment policy adopted by our Board (the “Investment Policy”).

The Investment Policy outlines general guidelines for investment by the Company, including the type and amount of investment, the desired time period for the investment, and the authority to and procedures for making the investment, and meets on an as-needed basis as instructed by our Board. The Investment Committee does not operate pursuant to a charter and instead acts in accordance with the Investment Policy and other instructions and guidelines outlined by our Board.



## Majority Voting for Directors

Our Third Amended and Restated Certificate of Incorporation provides that directors shall be elected by a majority of all votes cast for each of the director nominees at an annual meeting of stockholders, except for contested elections in which there are a greater number of director candidates than there are seats to be filled on our Board, in which case the directors shall be elected by a plurality vote. This means that, in a contested election, the director nominees who receive the greatest number of votes of the shares of our Common Stock entitled to vote at the annual meeting will be elected to the Board as directors. As described above, our Board is classified into three classes of directors serving staggered three-year terms. At each annual meeting of stockholders, the successors of the class of directors whose term expires at that meeting shall be elected by a majority of all votes cast for each of the director nominees at such meeting, to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

## Board and Committee Evaluations

Every year, the Board and each of its committees evaluate and discuss their respective performance and effectiveness. In 2018, the Board and committee evaluation was led by the Company's outside counsel who is specialized in corporate governance matters. These evaluations are conducted in one-on-one confidential interviews. All responses from directors are kept confidential and anonymous. These evaluations cover a wide range of topics, including, but not limited to, the fulfillment of the Board and committee responsibilities identified in the Governance Guidelines and committee charters. The evaluations address the Board's knowledge and understanding of, and performance with respect to, the Company's business, strategy, values and mission, the appropriateness of the Board's structure and composition, the communication among the directors and between the Board and management and the Board's meeting process. Each committee reviews, among other topics, how the committee has satisfied the responsibilities contained in its charter in the past year as well as the organization of the committee, the committee meeting process and the committee's oversight. Following the interviews with each director, outside counsel prepares a report that aggregates and summarizes for the Board and its committees the findings based on the interviews. The Board and its committees then consider what, if any, actions should be implemented to enhance future performance.

## Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer or employee of the Company. Mr. Freeland, who was appointed to our Board and to serve on the Compensation Committee in accordance with the Governance Agreement, is an affiliate of ORIX. We are parties to certain transactions with ORIX described in "Transactions with Related Persons" section of this Proxy Statement.

During 2018, none of our executive officers served on the board of directors or compensation committee of any other company that has an executive officer serving on our Board or the Compensation Committee.

## Code of Business Conduct and Ethics and Corporate Governance Guidelines

Our Code of Business Conduct and Ethics and Corporate Governance Guidelines are available on our website at [www.ormat.com](http://www.ormat.com). You may also request a printed copy of our Code of Business Conduct and Ethics and Corporate Governance Guidelines free of charge, by writing to the Company at the address appearing in this Proxy Statement or by calling us at (775) 356-9029.

## Stockholder Communications with the Board

Stockholders and other interested parties may communicate with a member or members of our Board, including the chairperson of the Audit, Compensation or Nominating and Corporate Governance Committees or to the non-management or independent directors as a group by addressing such communications to the Corporate Secretary, Ormat Technologies, Inc., 6140 Plumas St., Reno, Nevada 89519. Such communications received from stockholders may be done confidentially or anonymously.

## Board's Role in Risk Oversight

As part of our Board's quarterly meetings, our Board assesses on an ongoing basis the risks faced by the Company in executing its business plans. These risks include financial, industrial, technological (including cybersecurity exposures and the steps management has taken or plans to take with respect to these exposures), competitive and operational risks and exposures, both from a global perspective and on a power plant-by-power plant basis. Our Board receives updates from management on the primary cyber security risks facing the Company and the measures the Company is taking to mitigate such risks.

Our Board dedicates time at each of these meetings to review and consider the relevant risks that need to be addressed at the time of each Board meeting. Our CEO presents a report to the Board at each quarterly meeting outlining, among other things, operational risks faced by the Company. Similarly, our CFO presents a report to the Board at each quarterly meeting outlining the financial risks faced by the Company. In addition to the full Board, the Audit Committee and Investment Committee play an important role in the oversight of the Company's policies with respect to financial risk assessment and risk management, as well as assessing the Company's major financial risk exposures.

Our Board's role in risk oversight at the Company is consistent with the Company's leadership structure, with the CEO and other members of senior management having responsibility for assessing and managing the Company's risk exposures, and our Board and its Committees providing oversight in connection with those efforts and attempts to mitigate identified risks.

PROPOSAL 2 - RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Appointment of Registered Public Accounting Firm

On September 17, 2018, PricewaterhouseCoopers LLP (“PwC US LLP”) informed the Audit Committee that it no longer meets the Public Company Accounting Oversight Board’s (the “PCAOB”) standards to serve as principal auditor. The Audit Committee accepted the resignation of PwC US LLP as the Company’s independent registered public accounting firm, effective as of September 17, 2018.

The Audit Committee appointed Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited (“PwC ISR”), on September 17, 2018, commencing with the review of the Company’s financial statements included on the Form 10-Q for the fiscal quarter ended September 30, 2018, and has further directed that the appointment of such independent public accounting firm be submitted for ratification by our stockholders at the Annual Meeting. PwC US LLP and PwC ISR are both member firms of the same network, but they are separate legal entities and are registered separately with the PCAOB. Our determination to retain PwC ISR and accept the resignation of PwC US LLP as our independent registered public accounting firm was previously reported on a Current Report on Form 8-K filed by us on September 21, 2018.

PwC US LLP was our independent registered public accounting firm from 1998 through September 17, 2018. During this time, PwC US LLP and its affiliated entities performed accounting and auditing services for us. PwC US LLP’s audit reports on the consolidated financial statements for the fiscal years ended December 31, 2016 and 2017 of the Company did not contain an adverse opinion or disclaimer of opinion, nor were they modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2016 and 2017 and through September 17, 2018, there were (i) no disagreements between the Company and PwC US LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to PwC US LLP’s satisfaction, would have caused PwC US LLP to make reference to the matters in their reports on the Company’s consolidated financial statements for such years, and (ii) no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K, except for the material weakness identified in the design of the Company’s internal control over financial reporting related to the Company’s accounting for income taxes, which affected the recording of income tax accounts by the Company in its interim and annual consolidated financial statements during 2017, including audit adjustments to the income tax accounts. On September 21, 2018, we provided PwC US LLP with a copy of the Form 8-K relating to the change in independent registered public accounting firm and requested that they provide us with a letter addressed to the SEC stating whether or not they agree with the above disclosures. A copy of PwC US LLP’s letter stating that they agreed with such disclosures was attached as Exhibit 16.1 to our Form 8-K filed on September 21, 2018 relating to the change in registered public accounting firms.

PwC ISR participated in a significant portion of the audit of the Company’s consolidated financial statements for the fiscal years ended December 31, 2016 and 2017. During the Company’s fiscal years ended December 31, 2016 and 2017 and through September 17, 2018, other than in the normal course of the audit, neither the Company nor anyone on its behalf has consulted with PwC ISR regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed or the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report nor oral advice was provided by PwC ISR that was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue or (ii) any matter that was the subject of a disagreement (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a “reportable event” (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

We have been advised by PwC ISR that neither that firm nor any of its associates has any relationship with us or our subsidiaries other than the usual relationship that exists between an independent registered public accounting firm and its clients.



We expect that a representative from PwC ISR will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions. If the appointment of PwC ISR is not ratified, our Board will reconsider the appointment.

Stockholder approval is not required to appoint PwC ISR as the independent registered public accounting firm for 2019. Our Board believes, however, that submitting the appointment of PwC ISR to the stockholders for ratification is a matter of good corporate governance. Even if the appointment is ratified, our Audit Committee, in its discretion, may direct the appointment of different independent registered public accounting firm at any time during the year if it determines such a change would be in our best interests. The ratification of the appointment of PwC ISR as our independent registered public accounting firm requires the affirmative vote of a majority of the shares present at the Annual Meeting in person or by proxy and entitled to vote.

#### Audit and Non-Audit Fees

The following tables set forth the aggregate fees billed to us for the fiscal years ended December 31, 2018 and 2017 by PwC member firms:

	2018 (\$)	2017 (\$)
Audit Fees <sup>(1)</sup>	5,739,773	2,460,240
Audit-Related Fees <sup>(2)</sup>	85,000	546,585
Tax Fees <sup>(3)</sup>	1,478,339	948,306
All Other Fees <sup>(4)</sup>	3,870	43,870
Total:	7,306,982	3,999,001

Audit Fees represent the aggregate fees billed for the audits of the annual financial statements and the Company's internal control over financial reporting; for review of the financial statements included in the Company's Form 10-Q filings; for the audits and reviews of certain of our subsidiaries; and for services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings. Audit fees for the year ended 2018 increased compared to 2017 mainly due to fees associated with our identification of a material weakness related to taxes in the fourth quarter of 2017 and the additional work in connection with the identification of such material weakness as well as the restatement of second, third and fourth quarter financial statements and its full-year 2017 financial statements.

Audit-Related Fees represent the aggregate fees billed for services related to the performance of the audit or review of our financial statements and that are not reported under paragraph (1) above, due diligence related to mergers and acquisitions and consulting on financial accounting/reporting standards.

Tax Fees represent the aggregate fees billed for international tax compliance, tax advice, and tax planning services.

All Other Fees represent annual software license fees.

#### Audit Committee Pre-Approval Procedures for Independent Registered Public Accounting Firm

In accordance with our Audit Committee pre-approval policy, all audit and non-audit services performed for us by our independent registered public accounting firm in 2017 and 2018 were pre-approved by the Audit Committee of our Board, which concluded that the provision of such services by PwC member firms was compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The pre-approval policy provides for pre-approval of audit and permissible non-audit services and requires the specific pre-approval by the Audit Committee, prior to engagement, of such services, other than audit services covered by the annual engagement letter, except as would be considered de minimis under the Exchange Act. A limited



authority was delegated to the Chair of the Audit Committee to approve audit, audit-related and tax services in an amount of up to \$50,000, provided such approval is reported to the Audit Committee at its next meeting.

**OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF KESSELMAN & KESSELMAN, A MEMBER FIRM OF PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED, AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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## AUDIT COMMITTEE REPORT

The Audit Committee consists solely of independent directors, as required by and in compliance with SEC rules and regulations and the NYSE listing standards. The Audit Committee operates pursuant to a written charter adopted by the Board.

The Audit Committee is responsible for assisting the Board in its oversight responsibilities related to accounting policies, internal controls, financial reporting and legal and regulatory compliance. Management of the Company has the primary responsibility for the Company's financial reporting processes, principles and internal controls as well as the preparation of its financial statements. The Company's independent registered public accounting firm is responsible for performing an audit of the Company's financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States. In addition, the independent registered public accounting firm is responsible for auditing and expressing an opinion on the Company's internal control over financial reporting.

The Audit Committee reviewed management's report on its assessment of the effectiveness of internal controls over financial reporting as of December 31, 2018 and the report from PwC ISR, on the effectiveness of internal control over financial reporting as of December 31, 2018.

As noted in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, management, under the supervision and participation of the Chief Executive Officer and the Chief Financial Officer, has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018 using criteria established in Internal Control — Integrated Framework (2013) issued by the COSO and, based on this evaluation, concluded that the Company's internal control over financial reporting was not effective as of December 31, 2018 as a result of a material weakness in its internal control over financial reporting that existed at December 31, 2017 and had not been remediated by the end of the period covered by the Company's Annual Report on Form 10-K for the year ended December 31, 2018. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In connection with the change in the Company's repatriation strategy and the related release of the US income tax valuation allowance in the second quarter of 2017, the Company did not perform an effective risk assessment related to its internal controls over the accounting for income taxes. As a result, the Company identified a deficiency in the design of its internal control over financial reporting related to its accounting for income taxes, which resulted in the restatements of the Company's unaudited condensed consolidated financial statements for the three and six months ended June 30, 2017, the three and nine months ended September 30, 2017, and the restatement of the Company's consolidated financial statements for the year ended December 31, 2017. Management has concluded that this deficiency constitutes a material weakness in the Company's internal control over financial reporting. Based upon the Audit Committee's review and discussions with management, the Company's internal auditors and PwC ISR, the Audit Committee approved the inclusion of management's report on its assessment of the effectiveness of internal control over financial reporting as of December 31, 2018 and the report of the independent auditors in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.

The Audit Committee has reviewed and discussed the Company's audited financial statements as of and for the year ended December 31, 2018 with management and the independent registered public accounting firm. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by applicable standards adopted by the PCAOB, including matters concerning the independence of the independent registered public accounting firm. The Audit Committee has also considered whether the independent registered public accounting firm's provision of tax services to the Company is consistent with maintaining the registered public accounting firm's independence. The Audit Committee has concluded that the independent registered public

accounting firm is independent from the Company and its management.

Based on the review and discussions described above, the Audit Committee recommended to the Board that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2018, for filing with the SEC.

Submitted by the Audit Committee of the Company's Board.

Dan Falk, Chair

David Granot

Stanley B. Stern

Byron G. Wong

The foregoing Report of the Audit Committee of the Board of Directors shall not be deemed to be soliciting material or be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or under the Exchange Act, except to the extent the Company specifically incorporates this information by reference, and shall not otherwise be deemed to be filed with the SEC under the Securities Act or the Exchange Act.

## EXECUTIVE OFFICERS

The following table sets forth the name, age and position(s) of each of our executive officers:

Name	Age	Position
Isaac Angel	62	Chief Executive Officer
Doron Blachar	51	Chief Financial Officer
Zvi Krieger	63	Executive Vice President—Electricity Segment
Shlomi Argas	54	Executive Vice President—Operations and Products
Bob Sullivan	55	Executive Vice President—Business Development, Sales and Marketing
Hezi Kattan	44	General Counsel & Chief Compliance Officer

**Isaac Angel.** Isaac Angel began serving as an officer of the Company in April 2014 and has served as our CEO since July 2014. Mr. Angel served as a director of Retalix Ltd. from 2012 until 2013 and as a director of Frutarom Ltd. from 2008 until 2016. From 2008 to 2009, Mr. Angel served as Executive Chairman of LeadCom Integrated Solutions Ltd. From 2006 to 2008, Mr. Angel served as Executive Vice President, Global Operations of VeriFone after the acquisition of Lipman Electronic Engineering Ltd. (“Lipman”) by VeriFone. From 1999 to 2006, he served in various positions at Lipman, including as its President and CEO.

**Doron Blachar.** Doron Blachar has served as our CFO since April 2013. From 2011 to 2013, Mr. Blachar served as a director of A.D.O. Group Ltd., a TASE-listed company. From 2009 to 2013, Mr. Blachar was the CFO of Shikun & Binui Ltd. From 2005 to 2009, Mr. Blachar served as Vice President—Finance of Teva Pharmaceutical Industries Ltd. From 1998 to 2005, Mr. Blachar served in a number of positions at Amdocs Limited, including as Vice President—Finance from 2002 to 2005. Mr. Blachar earned a BA in Accounting and Economics and an MBA from Tel Aviv University. He is also a Certified Public Accountant in Israel.

**Zvi Krieger.** Zvi Krieger has served as our Executive Vice President—Electricity Segment since July 2014. Mr. Krieger served as our Executive Vice President of Geothermal Resource from 2009 to 2014, as our Senior Vice President of Geothermal Engineering from 2007 to 2009 and as our Vice President of Geothermal Engineering from 2004 to 2007. From 2001 to 2004, Mr. Krieger served as Vice President of Geothermal Engineering at Ormat Industries Ltd. Mr. Krieger has served in a number of roles for Ormat Industries Ltd. with increasing responsibility since 1981, including as Application Engineer, Manager of System Engineering, Director of New Technologies Business Development and Vice President of Geothermal Engineering. Mr. Krieger earned a BS in Mechanical Engineering from the Technion—Israel Institute of Technology in 1980.

**Shlomi Argas.** Shlomi Argas has served as our Executive Vice President—Operations and Products since January 2018. From 2014 to 2017, Mr. Argas served as our Executive Vice President—Projects and was responsible for management of Geodrill, our drilling company. From 2009 until 2014, Mr. Argas served as our Vice President responsible for management of geothermal projects and Recovered Energy Generation (“REG”) projects. From 2006 to 2009, Mr. Argas served as Manager of the REG Projects Department, responsible for the design and installation of REG power plants. From 1994 to 2006, Mr. Argas served in our Product Engineering Department as a Product Engineer. Mr. Argas earned a BS in Mechanical Engineering from Ben-Gurion University in 1992 and a Certificate from the Technology Institute of Management, Executive Management Program.

**Bob Sullivan.** Bob Sullivan has served as our Executive Vice President—Business Development, Sales and Marketing since January 2015. From 2009 to 2015, Mr. Sullivan served as our Vice President and then Senior Vice President of Business Development, responsible for policy, marketing, sales and project development in North America. From 2007 to 2009, Mr. Sullivan served as Project Manager. From 2006 until 2007, Mr. Sullivan served as our Operations Director, North America. Mr. Sullivan joined the Company in 2003, then serving as a Plant Manager. He is a graduate of the U.S. Navy’s Nuclear Power School and earned a BS in Business from Capella University.

Hezi Kattan. Hezi Kattan has served as our Chief Compliance Officer and General Counsel since February 2018. From 2006 to 2017, Mr. Kattan was the Chief Legal Officer of Shikun & Binui Ltd. From 2001 to 2006, Mr. Kattan served as a lawyer in several law firm in Israel. Mr. Kattan earned an LLB in from Tel Aviv University and a joint Executive MBA from the Tel Aviv University and the Kellogg School of Management at Northwestern University.

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## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows information with respect to the beneficial ownership of our Common Stock as of March 15, 2019 for:

each person known to us to own beneficially 5% or more of our outstanding Common Stock;

each of our directors;

each of our named executive officers; and

all of our directors and executive officers as a group.

As of March 15, 2019, there were 50,718,061 shares of our Common Stock outstanding. Except as indicated by footnote and subject to community property laws where applicable, to our knowledge, the persons named in the table below have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them:

The amounts and percentages of shares beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a “beneficial owner” of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person’s ownership percentage, but not for purposes of computing any other person’s percentage. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

BENEFICIAL OWNERS OF MORE THAN 5%	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF COMMON STOCK OUTSTANDING
ORIX CORPORATION	10,988,577 <sup>(1)</sup>	22.1%
THE VANGUARD GROUP	3,826,799 <sup>(2)</sup>	7.55%
BLACKROCK, INC.	3,268,703 <sup>(3)</sup>	6.5%
CLAL INSURANCE ENTERPRISES HOLDINGS LTD.	3,206,744 <sup>(4)</sup>	6.33%
MIGDAL INSURANCE & FINANCIAL HOLDINGS LTD	3,071,265 <sup>(5)</sup>	6.06%
MENORA MIVTACHIM HOLDINGS LTD.	3,067,598 <sup>(6)</sup>	6.05%
DIRECTORS AND NAMED EXECUTIVE OFFICERS		
RAVIT BARNIV <sup>††</sup>	17,120 <sup>(7)</sup>	*
DAN FALK <sup>††</sup>	17,120 <sup>(8)</sup>	*
STANLEY B. STERN <sup>††</sup>	17,887 <sup>(9)</sup>	*
DAVID GRANOT <sup>††</sup>	16,361 <sup>(10)</sup>	*
TODD C. FREELAND <sup>††</sup>	8,944 <sup>(11)</sup>	*
STAN H. KOYANAGI <sup>††</sup>	7,500 <sup>(12)</sup>	*
YUICHI NISHIGORI <sup>††</sup>	7,500 <sup>(13)</sup>	*
BYRON G. WONG <sup>††</sup>	7,500 <sup>(14)</sup>	*
DAFNA SHARIR <sup>††</sup>	1,207 <sup>(15)</sup>	*
ISAAC ANGEL <sup>†</sup>	173,592 <sup>(16)</sup>	*
DORON BLACHAR <sup>†</sup>	61,981 <sup>(17)</sup>	*

ZVI KRIEGER†	23,943 <sup>(18)</sup>	*
BOB SULLLIVAN††	28,875 <sup>(19)</sup>	*
SHLOMI ARGAS†	23,943 <sup>(20)</sup>	*
DIRECTORS AND EXECUTIVE OFFICERS AS A GROUP (15 PERSONS)	413,473 <sup>(21)</sup>	*

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† c/o Ormat Systems Ltd., Industrial Area, P.O. Box 68 Yavne 81100, Israel

†† c/o Ormat Technologies, Inc., 6140 Plumas St., Reno, Nevada 89519

\* Represents beneficial ownership of less than 1% of the outstanding shares of Common Stock.

- (1) Based on Schedule 13D filed with the SEC on August 3, 2017 by ORIX. ORIX's address is Hamamatsucho Building, 1-1-1 Shibaura, Minato-ku, Tokyo 105-0023, Japan.

Based on Schedule 13G/A (Amendment No. 3) filed with the SEC on February 11, 2019 by The Vanguard Group ("Vanguard"). Includes, as of December 31, 2018, 3,826,799 shares beneficially owned, consisting of 40,851 shares (2) as to which Vanguard has sole voting power, 10,634 as to which Vanguard has shared voting power, 3,778,650 shares as to which Vanguard has sole dispositive power and 48,149 shares as to which Vanguard has shared dispositive power. Vanguard's address is 100 Vanguard Blvd., Malvern, PA 19355.

Based on Schedule 13G filed with the SEC on February 8, 2019 by BlackRock Inc. Includes, as of December 31, (3) 2018, 3,268,703 shares beneficially owned, consisting of 3,173,298 shares as to which BlackRock has sole power to vote or to direct the vote. BlackRock's address is 55 East 52nd Street, New York, NY 10055.

- (4) Based on Schedule 13G/A filed with the SEC on February 14, 2019 by Clal Insurance Enterprises Holdings Ltd. ("Clal") and IDB Development Corporation Ltd. Includes, as of December 31, 2018, (i) 3,086,150 shares held for members of the public through, among others, provident funds and/or pension funds and/or insurance policies, which are managed by subsidiaries of Clal, which subsidiaries operate under independent management and make independent voting and investment decisions and (ii) 120,594 shares beneficially held for Clal's account. Clal's address is 36 Raul Walenberg St., Tel Aviv 66180, Israel.

Based on Schedule 13G filed with the SEC on February 14, 2019 by Migdal Insurance & Financial Holdings Ltd ("Migdal"). Includes, as of December 31, 2018, (i) 3,006,437 Ordinary Shares held for members of the public through, among others, provident funds, mutual funds, pension funds and insurance policies, which are managed by direct and indirect subsidiaries of Reporting Person, each of which subsidiaries operates under independent (5) management and makes independent voting and investment decisions, and (ii) 164,689 Ordinary Shares held by companies for the management of funds for joint investments in trusteeship, each of which operates under independent management and makes independent voting and investment decisions, and (iii) 64,828 beneficially held for their own account (Nostro account). Migdal's address is 4 Efal Street; P.O. Box 3063; Petach Tikva 49512, Israel.

Based on Schedule 13G/A filed with the SEC on February 11, 2019 by Menora Mivtachim Holdings Ltd. ("Menora") and by entities that are direct or indirect, wholly-owned or majority-owned, subsidiaries of Menora Holdings (the "Subsidiaries"), such as Menora Mivtachim Insurance Ltd., Shomera Insurance Company Ltd., Menora Mivtachim Pensions and Gemel Ltd., and Menora Mivtachim Vehistadrut Hamehandesim Nihul Kupot Gemel Ltd., Includes, (6) as of December 31, 2018, (i) 2,448,352 shares beneficially owned by Menora Mivtachim Pensions and Gemel Ltd.; (ii) 563,250 shares beneficially owned by Menora Mivtachim Insurance Ltd.; (iii) 48,590 shares beneficially owned by Menora Mivtachim Vehistadrut Hamehandesim Nihul Kupot Gemel Ltd.; and (iv) 7,407 shares beneficially owned by Shomera Insurance Company Ltd. Menora's address is Menora House, 23 Jabotinsky St., Ramat Gan 5251102, Israel.



- (7) Includes 15,000 shares of Common Stock underlying options and 1,361 shares of Common Stock underlying Stock Appreciation Rights (“SARs”).
- (8) Includes 15,000 shares of Common Stock underlying options and 1,361 shares of Common Stock underlying SARs.
- (9) Includes 15,000 shares of Common Stock underlying options and 1,361 shares of Common Stock underlying SARs.
- (10) Includes 15,000 shares of Common Stock underlying options and 1,361 shares of Common Stock underlying SARs.
- (11) Includes 7,500 shares of Common Stock underlying options and 681 shares of Common Stock underlying SARs.
- (12) Includes 7,500 shares of Common Stock underlying options.
- (13) Includes 7,500 shares of Common Stock underlying options.
- (14) Includes 7,500 shares of Common Stock underlying options.
- (15) Includes 772 shares of Common Stock underlying SARs.
- (16) Includes 164,877 shares of Common Stock underlying SARs.
- (17) Includes 59,563 shares of Common Stock underlying SARs.
- (18) Includes 23,609 shares of Common Stock underlying SARs.
- (19) Includes 23,609 shares of Common Stock underlying SARs.
- (20) Includes 23,609 shares of Common Stock underlying SARs.
- (21) Includes 90,000 shares of Common Stock underlying options and 315,843 shares of Common Stock underlying SARs and 21,309 shares of Common Stock underlying RSUs.

PROPOSAL 3 - ADVISORY VOTE ON EXECUTIVE COMPENSATION

Under Section 14A of the Exchange Act and pursuant to SEC rules and regulations, we are required to hold an advisory stockholder vote to approve the compensation of our named executive officers at least every three years. At our 2017 Annual Meeting of Stockholders, our stockholders voted to hold the non-binding stockholder vote to approve the compensation of our named executive officers every year. Accordingly, the Company currently intends to hold such votes annually. The next such vote on executive compensation is expected to be held at the Company's 2020 Annual Meeting of Stockholders.

The present vote to approve the compensation of our named executive officers is advisory and therefore not binding on the Company, our Board or the Compensation Committee. However, participating in such vote is an important mechanism by which our stockholders may convey their views about our executive compensation programs and policies. Our Board and the Compensation Committee value stockholder input on these matters and will consider the results of this advisory vote, among other factors, in making future decisions about executive compensation for our named executive officers.

In consideration of this vote, we encourage you to review our proxy materials, including, but not limited to:

the information set forth in the "Compensation Discussion and Analysis" section of this Proxy Statement, which describes our compensation objectives and the various elements of our compensation program and policies applicable to our named executive officers; and

the tables, narrative disclosures and other information set forth in the "Executive Compensation" section of this Proxy Statement, which describes how we have compensated our named executive officers.

We believe that our executive compensation program directly links executive compensation with our performance and aligns the interests of our executive officers with those of our stockholders. Our executive officers receive equity awards that are linked to appreciation in the price of our Common Stock as well as an annual bonus based on a number of factors, including specific results of our performance, such as revenue growth, profitability and the attainment of specific strategic business goals. This performance-based compensation represents a significant portion of our executive officers' overall compensation.

Accordingly, we recommend that our stockholders vote upon the following resolution at the Annual Meeting:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the "Compensation Discussion and Analysis", compensation tables and related narrative discussion, is hereby APPROVED."

**OUR BOARD RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL, IN A NON-BINDING AND ADVISORY BASIS, OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.**

## COMPENSATION DISCUSSION AND ANALYSIS

### Compensation Objectives and Design

The overall objective of our executive compensation program is to offer short-term, medium-term and long-term compensation elements that enable us to attract, motivate and retain talented executives who contribute to our continued success. Equally important to us is to align the interests of our executives with those of our stockholders by designing our executive compensation program to “pay for performance”, including the creation of stockholder value.

We aim to design executive compensation packages that meet or exceed competitive compensation averages for executives with similar responsibilities at companies with similar financial and operating characteristics in similar locations. In 2018, we did not benchmark to a particular industry or companies, but we informally considered published data, such as labor indices and compensation surveys, in formulating our executive compensation packages.

### Compensation Elements

Our compensation program consists of three elements, namely, annual salary, annual bonus and equity awards:

1. Annual salary, our short-term element of compensation which is paid monthly, is intended to provide a predictable annual income at a level consistent with the individual contributions of our executive officers.

2. Annual bonuses, our medium-term element of compensation which are paid annually to our executive officers, are intended to link our executive officers’ compensation to the Company’s overall performance, as well as, in most cases, their individual achievements.

3. Equity awards, our long-term element of compensation, are designed to promote long-term leadership and align the interests of our executive officers with those of our stockholders, while their vesting schedule assists us in retaining our executive officers. Equity awards for our NEOs typically vest 50% on the two year anniversary and 25% on each of the three and four year anniversaries of the date of grant. All employees and consultants of the Company are eligible to receive equity awards pursuant to our Amended and Restated 2018 Incentive Compensation Plan (the “2018 ICP”). The term of our equity awards typically ranges from six to ten years from the date of grant with respect to grants to our current executive officers.

Each element is determined individually, based on the relevant criteria described in this discussion.

In addition to these main compensation components, executives who are residents of Israel receive, as a function of their salary payments, the standard social benefits (i.e., severance pay, defined contribution plan, and disability) paid to all of our employees who are based in Israel. These social benefits are fixed as a percentage of the employee’s salary and are not subject to discretionary adjustments. Executives who are residents of the U.S. participate in a defined contribution plan (401(k) plan) and receive health insurance benefits, in addition to social security. We do not cover any tax payments or otherwise “gross-up” any part of the compensation packages of our executive officers regardless of their location.

## Determination of Amounts and Formulas for Compensation

### Annual Salary

Consistent with our objectives with respect to our executive officers, the Compensation Committee provides guidance in setting base salaries for the Company's executive officers annually at levels that reflect the Compensation Committee's interpretation of competitive compensation averages for individuals with similar responsibilities at companies with similar financial, operating and industry characteristics, in similar locations. The Compensation Committee typically does not undertake or commission a formal study or survey to benchmark compensation to a particular industry or to particular companies and the members of the Compensation Committee evaluate executive compensation using their accumulated individual knowledge and industry experience, as well as publicly available compensation information with respect to companies that have a similar market capitalization or similar annual revenues, and that operate under a business structure similar to ours (although not necessarily in the same industry).

In addition, the Compensation Committee takes into consideration the performance of the Company, individual performance of each executive officer, and the executive officer's scope of responsibility in relation to other officers and key executives within the Company. Annual salaries also reflect current practices within an NEO's specific geographic region and among executives holding similar positions. In addition to these factors, the annual salary for an NEO depends on a number of more subjective factors, including our evaluation of the executive's leadership role, professional contribution, experience and sustained performance.

Following publication of the prior year's audited financial statements, the CEO determines whether and to what degree to award salary increases to any of the NEOs. Factors that are considered include the net income of the Company during the prior year, the need for a salary adjustment to remain competitive with compensation averages for executives in similar positions, and the particular NEO's effectiveness in supporting the Company's long-term goals. We also consider the contribution to our success of the department our executive was in charge of as well as our general achievements during the preceding year.

In 2017, the Compensation Committee and the Board approved certain changes to the annual base salary of the Company's CEO, CFO and other NEOs. Following such approval by the Committee and the Board, the CEO, CFO and EVP, Product Segment and Operations annual base salaries were increased by approximately 31%, 4%, and 29% respectively. In 2018, the annual base salary of the Company's EVP, Electricity Segment was increased by approximately 9%.

### Annual Bonus

Each year, following publication of our financial statements for the preceding year, the Compensation Committee determines and approves the amount of any annual bonus payable to our CEO and, based upon the recommendations of our CEO, reviews and approves the annual bonus payable to our other NEOs.

Our CEO's annual bonus is payable in accordance with the terms of his employment agreement with the Company, which is described under "Executive Compensation—Employment Agreements" below. Under the terms of our CEO's employment agreement, if the Company's annual consolidated net income is above \$20 million, our CEO is eligible for an annual bonus, calculated as follows: 75% of the annual cash bonus cap is based on achievement of specific performance metrics that measure the financial performance of the Company (the "Financial Performance Bonus") and 25% of the annual cash bonus cap is determined at the discretion of the Compensation Committee based on the achievement of other goals, such as diversity, social and environmental responsibility and merger and acquisition activities (the "KPI Bonus"). The Financial Performance Bonus is equal to (a) 0.75% of the Company's annual consolidated net income up to \$50 million (inclusive) and (b) 1.00% of the portion of Company's annual consolidated net income that is above \$50 million, if any. The Financial Performance Bonus shall not exceed \$675,000. The Annual KPI Bonus shall not exceed \$225,000. Consequently the maximum annual bonus payable to our CEO is

\$900,000. For fiscal year 2018, the Company's net income was \$110.1 million. As a result, the Financial Performance Bonus component exceeded its cap and the CEO received \$675,000 for that component of his annual bonus. For fiscal year 2018, the Compensation Committee determined that the CEO should receive \$125,000 for his achievements relating to the KPI Bonus component of his annual bonus. Consequently, for fiscal year 2018 the annual bonus earned by our CEO was \$800,000.

Annual bonuses for our other NEOs are payable in accordance with the Company's Annual Management Incentive Plan (the "Management Plan"). The Management Plan provides for annual cash incentive awards for participating employees based upon achievement of certain performance measures. At the beginning of each fiscal year, our CEO and the Compensation Committee review the Company's objectives under the strategic plan, the Company's annual budget, the compensation practices of our peers and other market data, and the CEO recommends measurable financial and operational goals for the upcoming fiscal year. These measurable financial and operational goals may be with respect to the performance of the Company on a consolidated basis, the performance of the Company in a particular country or region or the performance of a business unit or operating segment of the Company, including a geographically based business unit.

After taking the CEO's recommendations into consideration, the Compensation Committee establishes Company Performance Metrics (as defined in the Management Plan), other individual performance criteria and levels of achievement under such Company Performance Metrics that result in the payment of minimum and maximum cash incentive awards, specified by the Compensation Committee as a percentage of the participant's base salary. The Compensation Committee also assigns a weight to the Company Performance Metrics and individual performance criteria that reflects the contribution of achievement of each Company Performance Metric and the individual performance criteria to a Management Plan participant's incentive award. The Company Performance Metrics and individual performance criteria against which performance is measured for each Management Plan participant in a given fiscal year may include: consolidated revenue, consolidated adjusted EBITDA, net income, Electricity segment revenue, Electricity segment gross profits, Electricity segment gross margin, generation (GWh), Product segment sales, Product segment gross margin and/or Product segment revenue, next year bookings. In the event the level of achievement of a Company Performance Metric falls between the levels corresponding to a minimum and maximum incentive award, the Management Plan participant's incentive award will be based on a linear interpolation between the minimum and maximum incentive award amounts. Pursuant to the Management Plan, no performance-based award is paid under the Management Plan for any fiscal year unless the Company's consolidated annual net income for such fiscal year is positive. After taking the CEO's recommendations into consideration, the Compensation Committee also approves payments under the CEO Goals component which reflects the Compensation Committee's subjective assessment, in its business judgment, regarding the appropriate total bonus payment for each named executive officer based on the executive officer's achievement of the objectives defined for himself or herself by the CEO and in light of our overall performance during the prior fiscal year. The Compensation Committee has the authority to make incentive awards to any one or more Management Plan participants during any fiscal year as the Compensation Committee determines in its discretion is appropriate and in the best interests of the Company, regardless of the level of achievement of established Company Performance Metrics for such fiscal year. Such discretionary awards may be based upon the Management Plan participant's individual performance or achievement of individual goals and certain subjective assessments of the Management Plan participant's leadership and other contributions to the Company, as well as expected future contributions to the Company.

For fiscal year 2018, incentive awards to each of our NEOs (other than our CEO) under the Management Plan were based upon (i) for all NEOs, achievement of revenue and Adjusted EBITDA targets of \$689 million and \$339 million, respectively and (ii) for each NEO achievement of individual performance criteria specific to each NEO's role at the Company, in relation to the Company's actual achievement of net income, Electricity and Product segment revenue, Electricity and Product segment gross margin, Product segment sales of unsigned contract (i.e., sales made in fiscal year 2018 for which the Company expects to recognize revenue during 2018) Product segment new sales (i.e., sales made in fiscal year 2018 for which the Company expects to recognize revenue after the end of fiscal year 2018) and electricity generation results as compared to the Company's goals. The compensation committee has the ability to adjust the targets once they are set for extraordinary events. The chart below indicates the weight assigned to each Company Performance Metric and the individual performance criteria and the CEO Goals component for each NEO for fiscal year 2018:

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NEO	Revenue	Adjusted EBITDA	Individual Performance Criteria	CEO Goals
Doron Blachar, Chief Financial Officer	20%	20%	35%	25%
Zvi Krieger, Executive Vice President, Electricity Segment	10%	10%	60%	20%
Shlomi Argas, Executive Vice President, Product Segment and Operations	17.5%	17.5%	40%	25%
Bob Sullivan, Executive Vice President, Business Development Sales and Marketing	20%	20%	30%	30%

The chart below indicates the target and actual level of performance achieved with respect to each of the Company Performance Metrics applicable to all NEOs (other than our CEO), as determined by the CEO and approved by the Compensation Committee (all dollar amounts are in millions):

Company Performance Metric	Target	Actual
Revenue	\$689	\$680
Adjusted EBITDA	\$339	\$346

The chart below indicates the actual achievements under each component of the annual bonus plan for each NEO (other than the CEO) in 2018:

NEO	Revenue	Adjusted EBITDA	Individual Performance Criteria	CEO Goals
Doron Blachar, Chief Financial Officer	8.6%	14.8%	5.5%	8.3%
Zvi Krieger, Executive Vice President, Electricity Segment	4.3%	7.4%	16.3%	20%
Shlomi Argas, Executive Vice President, Product Segment and Operations	7.5%	13.0%	29.3%	25%
Bob Sullivan, Executive Vice President, Business Development Sales and Marketing	8.6%	14.8%	15.9%	20%

The Compensation Committee set minimum and maximum incentive award amounts for fiscal year 2018 at approximately 8.33% and 75% of the NEOs' (other than the CFO and the CEO) annual base salaries. For our CFO the Compensation Committee set a minimum incentive award amount for fiscal year 2018 at approximately 8.33% of our CFO annual base salaries and a maximum annual cash bonus of \$297,000. The chart below indicates, for each of our NEOs (other than the CEO), after linear interpolation, the amount of the incentive award earned and paid out to him, expressed as a percentage of the maximum incentive award amount:

NEO	% of Award Earned Paid Out
Doron Blachar, Chief Financial Officer	37%
Zvi Krieger, Executive Vice President, Electricity Segment	48%
Shlomi Argas, Executive Vice President, Product Segment and Operations	75%
Bob Sullivan, Executive Vice President, Business Development Sales and Marketing	59%

Accordingly, Messrs. Blachar, Krieger, Argas and Sullivan received incentive awards of approximately 28%, 36%, 57% and 45% of their annual base salaries, respectively, under the Management Plan in respect of the level of performance achieved with respect to the Company Performance Metrics and individual performance criteria, as described above.

#### Equity Awards

We are committed to long-term incentive programs for executive officers that promote the long-term growth of the Company and align the interests of our executive officers with those of our stockholders. The determination of the total amount of annual equity awards that may be awarded to our employees in a particular year is determined in a similar manner to our annual incentive bonuses. If we are to make equity awards in a particular year, then, following the publication of our financial results for the preceding year, our Compensation Committee determines the total amount of annual equity awards that may be made to all of our employees. This amount is typically calculated as up to 1.5% of the outstanding shares of the Company per year.

Within one month after the Compensation Committee determines the total amount of annual equity awards that may be made to all of our employees, including our NEOs, our CEO recommends to the Compensation Committee the particular amount of equity awards to be made to each of the NEOs after consideration of a variety of factors, including the Company's performance and relative stockholder return, the expected contribution of the NEO to the Company's growth and success, awards granted to the NEOs in past years and certain survey and other market data regarding our peers' compensation practices. These factors are not assigned any particular weight nor does the Compensation Committee use a formula to apply these factors in order to determine the number of equity awards to be made to each of our NEOs. Instead, the Compensation Committee uses its judgment and experience in considering these factors to determine the appropriate number of equity awards to be granted to each of our NEOs for each fiscal year to ensure there is a strong link between our NEOs' compensation and performance and alignment of our NEOs' interests with those of our stockholders. In general, the equity awards we grant to our NEOs are subject to the same pricing, vesting and exercise terms that govern the grant of equity awards to all of our employees. All equity awards are made pursuant to the 2018 ICP.



At the end of 2017, the Compensation Committee recommended, and the Board approved certain changes to the equity component of the compensation of each of our NEOs. Our NEOs and certain other executive officers will be able to receive equity compensation with a target allocation mix of two-thirds SARs and one-third restricted stock units (“RSUs”). The RSUs and SARs are time-vested and vest according to the following schedule: RSUs and SARs granted to our CEO will vest 22%, 22%, 28% and 28%, respectively, on the one, two, three and four year anniversaries of the date of grant and RSUs granted to the other NEOs, including the CFO, will vest 50% on the second year and 25% on each of the three and four year anniversaries of the date of grant.

Each RSU represents the right to receive one share of Common Stock upon vesting and is valued on the date of grant based on the closing price of our Common Stock on the next business day following the date of grant. SARs will continue to vest according to the following schedule: SARs granted to all NEOs, except our CEO, will vest 50% on the second year and 25% on each of the three and four year anniversaries of the date of grant and are valued based on the closing price of our Common Stock on the date of grant. Upon exercise, all SARs will be paid in shares of our Common Stock with a value equal to (a) the number of shares underlying the SARs that are being exercised, multiplied by (b) the excess (if any) of (i) the market price of a share of Common Stock on the date the SAR is exercised, over (ii) the exercise price specified in the SAR. RSUs and SARs granted to our CEO and CFO are subject to clawback in certain circumstances.

During 2018, we granted equity awards to the NEOs, as follows:

Name	SARs (#)	RSUs (#)
Isaac Angel	249,899	39,615
Zvi Krieger	30,833	4,320
Shlomi Argas	30,833	4,320
Bob Sullivan	26,667	3,736

On December 5, 2017, the Compensation Committee and our Board rescinded and voided a grant of 243,300 SARs and 34,500 RSUs, comprising all of the equity incentive awards granted on November 7, 2017 to our CEO pursuant to the 2012 Incentive Compensation Plan (the “2012 ICP”). This was done because the grant and the awards exceeded the annual limit for 2017 under the terms of the 2012 ICP. On May 7, 2018, upon the recommendation of the Compensation Committee, the Board approved the 2018 grant to the CEO in the table above to replace the prior equity award that was rescinded. Our CFO was granted equity incentive compensation in November of 2017 and therefore was not awarded additional equity incentive this year.

#### Other Compensation

We generally provide to our CEO and executive officers the same benefits that are provided to all employees, including certain retirement benefits, health and welfare benefits, and other benefits. In addition, our executive officers are provided with certain additional benefits, intended to be competitive with the practices of our peer companies. Benefit plans and perquisites are intended to supplement cash compensation and often involve non-monetary rewards, coverage of certain business-related expenses, insurance, pension and savings plans and other deferred monetary savings. These benefits and perquisites may vary depending on geographic location and other circumstances. Global, regional and local units may develop their own benefit plans and procedures, consistent with our principles and guidelines and subject to any required Company approvals. Benefits and perquisites may include, in addition to benefits that are mandated by applicable law and/or generally provided to other employees (including related costs and expenses): car, transportation and accommodations, telecommunication devices, media and computer equipment and expenses, medical insurance, travel and relocation (including family-related expenses, such as tuition and commuting) and life and medical insurance and benefits (including executive officers’ families).

## Retirement and Other Local Benefits

Israel. Israeli law generally requires severance pay equal to one month's salary for each year of employment upon the termination of an employee's employment due to retirement, death, termination without cause (and other circumstances as defined under Israeli law). We make monthly contributions on behalf of our Israel-based executive officers to a pension plan known as Managers' Insurance or to a Pension Fund. These funds provide a combination of pension allowance and/or insurance and severance pay benefits to the executive officers. We contribute 7.5% of the monthly salary to the pension component (including disability insurance) and 8.33% of the monthly salary to the severance component and the employee contributes an amount between 6% and 7% of salary to the pension component. Our CEO is entitled to similar contributions on behalf of the Company as pension contribution and on account of severance. Accordingly, a substantial part of our statutory severance obligation is covered by these monthly contributions. Generally, in addition, our Israel-based executive officers, are entitled to participate in a study fund plan, pursuant to which each employee who participates in the plan contributes an amount equal to 2.5% of his or her monthly salary to the study fund and the Company 7.5% of his or her monthly salary to this fund up to a certain sum.

The United States. In the United States we provide various defined contribution plans for the benefit of our US-based executive officers. Under these plans, contributions are based on specified percentages of pay.

Details regarding benefits and prerequisites specific to each NEO can be found in the footnotes to the Summary Compensation Table set forth below.

## Tax Considerations

Section 162(m) of the Internal Revenue Code (the "Code") places a \$1 million limit on the amount of compensation paid to certain executive officers that a public company can deduct from its federal income tax return in any one year. The Tax Cuts and Jobs Act, enacted on December 22, 2017, substantially modified Section 162(m) of the Code and, among other things, eliminated the performance-based exception to the \$1 million deduction limit effective as of January 1, 2018. In addition, beginning in 2018, the executive officers subject to Section 162(m) (the "Covered Employees") includes any individual who served as the CEO or CFO at any time during the taxable year and the three other most highly compensated officers (other than the CEO and CFO) for the taxable year, regardless of whether the officer is serving at the end of the taxable year, and once an individual becomes a Covered Employee for any taxable year beginning after December 31, 2016, that individual will remain a Covered Employee for all future years, including following any termination of employment. Since none of the Covered Employees received compensation in excess of \$1.0 million in fiscal year 2018, the Compensation Committee has determined that Section 162(m) will not prevent us from receiving a tax deduction for any of the compensation paid to our executive officers for fiscal year 2018. However, In order to maintain flexibility and the ability to pay competitive compensation, we do not require all compensation to be deductible.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and based on the review and discussions, it has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement relating to our 2019 Annual Meeting of Stockholders.

Submitted by the members of the Compensation Committee of the Company's Board.

Ravit Barniv, Chair  
Dan Falk  
Todd C. Freeland  
David Granot

## EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table sets forth the total compensation earned by our (1) CEO, (2) CFO, and (3) three most highly compensated executive officers other than our CEO and CFO who were serving as executive officers as of December 31, 2018, during the years ended December 31, 2018, 2017, and 2016 for such periods that such individual was serving as an NEO:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	All Other Compensation (\$)	Total (\$)
Isaac Angel, Chief Executive Officer	2018	594,206	-	2,148,379	4,298,022	800,000	143,944 <sup>(4)</sup>	7,984,551
	2017	469,030	-	-	-	762,500	124,905	1,356,435
	2016	426,294	-	-	1,198,000	750,000	111,788	2,486,082
Doron Blachar, Chief Financial Officer	2018	373,424	-	-	-	100,000	100,348 <sup>(5)</sup>	573,772
	2017	361,907	-	606,372	1,173,934	215,000	99,984	2,457,197
	2016	336,391	-	-	509,150	215,345	90,261	1,151,147
Zvi Krieger, Executive Vice President, Electricity Segment	2018	286,923	-	225,017	451,311	101,000	84,365 <sup>(6)</sup>	1,148,616
	2017	265,633	-	83,830	162,334	210,000	86,219	808,016
	2016	228,731	-	-	509,150	142,783	74,245	954,909
Shlomi Argas, Executive Vice President, Product Segment and Operations	2018	283,064	-	225,017	451,311	154,000	92,764 <sup>(7)</sup>	1,206,156
	2017	227,346	-	83,830	162,334	154,000	79,877	707,387
Bob Sullivan, Executive Vice President, Business Development, Sales and Marketing	2018	225,000	-	194,598	390,318	100,000	66,767 <sup>(8)</sup>	976,683
	2017	225,000	-	83,830	162,334	75,000	64,839	611,003
	2016	225,172	-	-	509,150	121,196	55,754	911,272

Represents the grant date fair value of all RSU awards, which are calculated in accordance with the accounting (1) standards for share-based compensation using Ormat's closing stock price on the next day of business following the date of grant. Each RSU represents the right to receive one share of Common Stock upon vesting.

Represents the grant date fair value of SARs awards. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is (2) exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised. The fair value of each grant of stock-based awards on the date of grant is estimated using the Exercise Multiple-Based Lattice SAR-Pricing Model and the assumptions noted in the following table.

Year Ended		
December 31,		
2018	2017	2016

Risk-free interest rates	2.8 %	1.9 %	1.3 %
Expected lives (in years)	3.5	3.1	4.5
Dividend yield	0.90%	0.62%	1.1 %
Expected volatility	25.5%	25.1%	30.7%
Forfeiture rate	3.1 %	0.0 %	8.4 %

The expected lives represents the period that our stock-based awards are expected to be outstanding. In the absence of enough historical information, the expected lives were determined using the simplified method giving consideration to the contractual term and vesting schedule. The dividend yield forecast is expected to be 20% of our annual net profits, which is equivalent to a 0.9% annual weighted average dividend rate in the year ended December 31, 2018. The risk-free interest rate was based on the yield from U.S. constant treasury maturities bonds with an equivalent term. The forfeiture rate is based on trends in actual stock-based awards forfeitures.

This column reflects cash awards for the CEO pursuant to his employment agreement and the amount of any cash (3) awards granted under the Management Plan to other NEOs. These amounts reflect cash awards earned under the Management Plan for 2018 which are paid in 2019.

Includes payments of car-related expenses in the amount of \$26,075; Israel National Insurance in the amount of (4) \$10,030; U.S. Social Security in the amount of \$9,181; health insurance in the amount of \$246; convalescence pay in the amount of \$1,719; Education Fund in the amount of \$3,924 and perquisites amounting to \$4,653.

Includes payments of car-related expenses in the amount of \$22,512; Israel National Insurance in the amount of (5) \$10,030; health insurance in the amount of \$67; convalescence pay in the amount of \$1,719; Education Fund in the amount of \$3,924; and perquisites amounting to \$3,357.

Includes payments of car-related expenses in the amount of \$13,887; Israel National Insurance in the amount of (6) \$10,030; health insurance in the amount of \$67; convalescence pay in the amount of \$1,719; Education Fund in the amount of \$3,924; vacation redemption in the amount of \$6,321 and perquisites amounting to \$4,727.

Includes payments of car-related expenses in the amount of \$13,121; Israel National Insurance in the amount of (7) \$10,030 health insurance in the amount of \$67; convalescence pay in the amount of \$1,719; Education Fund in the amount of \$3,924; and perquisites amounting to \$4,939.

(8) Includes payments of social security in the amount of \$31,753; health insurance in the amount of \$23,014 and 401(k) plan contributions amounting to \$12,000.

## Grants of Plan-Based Awards in 2018

The following table sets forth grants of plan-based awards to each NEO during the year ended December 31, 2018:

Name	Type of Award	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Compensation <sup>(4)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>(2)</sup>	All Other Option Awards: Number of Securities Underlying Options(#) <sup>(3)</sup>	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(1)</sup>
			Threshold (\$)	Target (\$)	Maximum (\$)				
Isaac Angel	Annual Cash Incentive		150,000	N/A	900,000				
	RSU	5/8/2018				39,615		2,148,379	
	SAR	5/8/2018					249,899	4,298,022	
Doron Blachar	Annual Cash Incentive		30,514	163,757	297,000				
	Annual Cash Incentive		23,479	117,395	211,311				
Zvi Krieger	RSU	6/25/2018				4,320		225,017	
	SAR	6/25/2018					30,833	451,311	
	Annual Cash Incentive		22,679	113,395	204,111				
Shlomi Argas	RSU	6/25/2018				4,320		225,017	
	SAR	6/25/2018					30,833	451,311	
	Annual Cash Incentive		18,750	93,750	168,750				
Bob Sullivan	RSU	6/25/2018				3,736		194,598	
	SAR	6/25/2018					26,666	390,318	

(1) These amounts are the grant date fair value of (i) each SAR award, computed in accordance with accounting guidance for stock compensation using the binomial valuation model and (ii) each RSU awards, calculated in accordance with the accounting standards for share-based compensation using Ormat's closing stock price on the next day of business following the date of grant.

(2) Represents RSUs granted to our NEOs. The awards are discussed under the heading "Compensation Discussion and Analysis-Determination of Amounts and Formulas for Compensation-Equity Awards".

(3) Represents SARs granted to our NEOs. The awards are discussed under the heading "Compensation Discussion and Analysis-Determination of Amounts and Formulas for Compensation-Equity Awards".

(4) Represents the Threshold, Target and Maximum cash payout opportunities for fiscal 2018 under the annual incentive plan. For a further discussion of the payout opportunities, see "Compensation Discussion and Analysis—Determination of Amounts and Formulas for Compensation-Annual Bonus





## Employment Agreements

The following are descriptions of the material terms of our NEOs' employment agreements, as well as other factors that may help with an understanding of the data disclosed in the Summary Compensation Table and under the heading "Grants of Plan-Based Awards" above.

### General

Each of Mr. Angel, our CEO, Mr. Blachar, our CFO, Mr. Krieger, our Executive Vice President, Electricity Segment, Mr. Argas, our Executive Vice President, Operations and Products and Hezi Kattan, our General Counsel and Chief Compliance Officer, is employed by Ormat Systems, one of the Company's subsidiaries. Mr. Sullivan, our Executive Vice President, Business Development, Sales and Marketing is employed by the Company.

Each of Mr. Angel, Mr. Blachar, Mr. Krieger and Mr. Argas is party to an employment agreement with Ormat Systems (and, in the case of Mr. Angel, with the Company as well) that sets forth their respective terms of employment, which terms are generally applicable to all of Ormat Systems' employees, covering matters such as vacation, health, and other benefits. Mr. Sullivan has not entered into any such employment agreement with either Ormat Systems or the Company.

Under the employment agreements of Mr. Krieger, Mr. Argas and Mr. Blachar, either Ormat Systems or the applicable employee may terminate the employment relationship upon between 30 and 120 days' prior written notice, while Mr. Angel's employment agreement permits termination by the Company or Mr. Angel upon at least six months' prior written notice. However, termination for cause does not require any prior notice and an employee who is terminated for cause is not entitled to any subsequent payments.

The actual salary and other compensation arrangements of Mr. Angel, Mr. Blachar, Mr. Krieger, Mr. Argas and Mr. Sullivan are agreed upon separately with each employee. Except for Mr. Sullivan, each of these individuals is also covered by Ormat Systems' management insurance plan, to which Ormat Systems contributes a percentage of such individual's salary, and which covers any compensation that such individual may be entitled to receive upon termination, such as severance pay pursuant to Israeli law for Israel-based employees. In addition, each of the employees has the benefit of the use of a company-leased car.

The employment agreements of Mr. Angel, Mr. Blachar, Mr. Krieger and Mr. Argas also contain provisions that are designed to restrict them from engaging in activities competitive with the business of the Company for a period ranging from 12 to 36 months following termination of employment and, in the case of the employment agreements of Mr. Angel, Mr. Blachar and Mr. Argas, from soliciting any employee of the Company for a period ranging from 12 to 24 months following termination of employment.

Isaac Angel

Pursuant to Mr. Angel's employment agreement, Mr. Angel is entitled to the following:

**Salary:** Annual gross salary of NIS2,141,000 (equal to approximately \$571,249 based on the representative exchange rate set by the Bank of Israel on December 31, 2018), which is linked to the Israeli consumer price index.

**Annual Performance Bonus:** If the Company's annual consolidated net income is above \$20 million, an annual bonus calculated as follows: 75% of the annual bonus will be based on achievement of specific performance metrics that measure the financial performance of the Company (the "Financial Performance Bonus") and 25% of the annual bonus will be determined at the discretion of the Compensation Committee based on the achievement of other goals, such as diversity, social and environmental responsibility and merger and acquisition activities (the "KPI Bonus"). The Financial Performance Bonus is equal to (a) 0.75% of the Company's annual consolidated net income up to \$50 million (inclusive) and (b) 1.00% of the portion of Company's annual consolidated net income that is above \$50 million, if any; provided that the Financial Performance Bonus shall not exceed \$675,000. The Annual KPI Bonus shall not exceed \$225,000.

**Equity grants:**

**Initial Grant:** Stock options granted on April 1, 2014 to purchase 100,000 shares of Common Stock at an exercise price of \$29.52 per share, the closing price of our Common Stock on the date of grant, under the 2012 ICP. The stock options vest in one installment on the seven year anniversary of the date of grant and expire seven and a half years following the date of grant.

**Second Grant:** Stock options granted on April 1, 2014 to purchase 300,000 shares of Common Stock at an exercise price equal to \$29.52 per share, the closing price of our Common Stock on the date of grant, under the 2012 ICP. The stock options vest 25% on each of the two, three, four and five year anniversaries of the date of grant and expire six years following the date of grant.

In connection with the ORIX Transaction, the remaining vesting period applicable to unvested stock options to purchase 350,000 shares of Common Stock awarded to our CEO under the two grants described above was accelerated and, upon exercise of such options, such shares were sold to ORIX as part of the ORIX Transaction.

**Third Grant:** 100,000 SARs granted on June 14, 2016 with an exercise price equal to \$42.87 per share of Common Stock underlying the SARs, the closing price of our Common Stock on the date of grant, under the 2012 ICP. The SARs vest in three equal installments on the two, three and four year anniversaries of the date of grant and expire seven years following the date of grant. The vesting period for these SARs was accelerated in connection with the ORIX Transaction. Please see Note (1) to the "Outstanding Equity Awards at Fiscal Year-End" table below.

**Fourth Grant:** 294,889 SARs granted on May 8, 2018 with an exercise price equal to \$55.16 per share of Common Stock underlying the SARs, the closing price of our Common Stock on the date of grant, and 36,915 RSUs, under the 2018 ICP. Each RSU represents the right to receive one share of Common Stock upon vesting. These RSUs and SARs will vest 22%, 22%, 28% and 28%, respectively, on the one, two, three and four year anniversaries of the date of grant.

RSUs and SARs granted to our CEO are subject to clawback in certain circumstances.

**Termination:** Each of the Company and Mr. Angel may terminate the employment agreement, for any reason, by providing six months' prior notice of such termination (the "Notice Period"). Other than in the case of termination of employment by the Company for "Cause" (as defined in the employment agreement), Mr. Angel will be entitled to continue to receive his compensation during the Notice Period.

Termination in connection with a Change of Control: In the event that Mr. Angel's employment is terminated by the Company without "Cause", or he resigns for a "Good Reason" (as defined in the employment agreement) within two (2) months before, or twelve months following, the consummation of a "Change of Control" (as defined in the Employment Agreement), Mr. Angel is entitled to the following: (i) the Notice Period (and consequently, the period during which compensation is payable to Mr. Angel) will be extended from six months to twelve months; and (ii) all the stock options and SARs described above will be accelerated and will become fully vested and exercisable.

See also under "Potential Payments upon Termination or Change in Control" below.

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## Outstanding Equity Awards at December 31, 2018

The following table sets forth the outstanding equity awards of our NEOs as of December 31, 2018:

Name	Option Awards				Stock Awards		
	Number of Securities Underlying Options (#)	Number of Securities Unexercised Exercisable	Number of Securities Unexercised Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(12)</sup>
Isaac Angel	100,000 <sup>(1)</sup>			42.87	June 14, 2022		
				-	-	30,900 <sup>(2)</sup>	1,616,070
Doron Blachar	64,877	230,022 <sup>(3)</sup>		55.16	November 7, 2023		
	42,500 <sup>(4)</sup>			42.87	June 14, 2021		
Zvi Krieger	17,063	51,189 <sup>(5)</sup>		63.35	November 7, 2023		
				—	—	7,253 <sup>(6)</sup>	379,332
Shlomi Argas	21,250	21,250 <sup>(7)</sup>		42.87	June 14, 2021		
	2,359	7,079 <sup>(8)</sup>		63.35	November 7, 2023		
Bob Sullivan			30,833 <sup>(11)</sup>	53.44	June 25, 2024		
			21,250 <sup>(7)</sup>	42.87	June 14, 2021		
Bob Sullivan	2,359	7,079 <sup>(8)</sup>		63.35	November 7, 2023		
				—	—	1,003 <sup>(9)</sup>	52,456
Bob Sullivan				-		4,320 <sup>(10)</sup>	225,936
				53.44	June 25, 2024		
Bob Sullivan	21,250	21,250 <sup>(7)</sup>		42.87	June 14, 2021		
	2,359 <sup>(5)</sup>	7,079 <sup>(8)</sup>		63.35	November 7, 2023		
				--		1,003 <sup>(6)</sup>	52,456
				53.44	June 25, 2024	3,736 <sup>(10)</sup>	195,391
		26,666 <sup>(11)</sup>		53.44	June 25, 2024		

The vesting period for these SARs was accelerated in connection with the ORIX Transaction and were subject to a lockup agreement entered into between Mr. Angel and the Company on May 4, 2017. As of November 2018, all (1) 100,000 SARs were vested and are exercisable and the Common Stock acquired through the exercise may be sold, transferred or otherwise disposed.

(2) Represents RSUs which will vest 22% on each of the first and second-year anniversaries of the vesting commencement date (November 7, 2017) and 28% on each of the third and the four-year anniversaries of the November 7, 2017 vesting commencement date. Each RSU represents the right to receive one share of Common Stock upon vesting

(3) Represents SARs which will vest 22% on each of the first and the second year anniversaries of the vesting commencement date (November 7, 2017) and 28% on each of the third and four year anniversaries of the November 7, 2017. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(4) Represents SARs that were subject to an undertaking entered into between Mr. Blachar and the Company on May 4, 2017. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised. As of June 30, 2018, all shares of Common Stock acquired through the exercise of these SAR granted to Mr. Blachar on June 14, 2016 may be sold, transferred or otherwise disposed.

(5) Represents SARs which vest 25% on each of the one, two, three and four year anniversaries of the November 7, 2017 grant date. The SARs will become fully exercisable in November 2021. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(6) Represents RSUs which vest 25% on each of the one, two, three- and four-year anniversaries of the November 7, 2017 grant date. Each RSU represents the right to receive one share of Common Stock upon vesting.

(7) Represents SARs which begin to vest two years after the June 14, 2016 grant date, with 50% of the SARs vesting on the second anniversary of the grant date and 25% of the SARs vesting on each of the third and fourth anniversaries of the grant date. The SARs will become fully exercisable in June 2020. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(8) Represents SARs which vest 25% on each of the one, two, three- and four-year anniversaries of the November 7, 2017 grant date. The SARs will become fully exercisable in November 2021. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(9) Represents RSUs which vest 25% on each of the one, two, three- and four-year anniversaries of the November 7, 2017 grant date. Each RSU represents the right to receive one share of Common Stock upon vesting.

(10) Represents RSUs which will vest 50% on the second anniversary of the grant date, June 25, 2018, and 25% on each three and four year anniversaries of the grant date. The RSUs will become fully exercisable in June 2022. Each RSU represents the right to receive one share of Common Stock upon vesting.

(11) Represents SARs which will vest 50% on the second anniversary of the grant date, June 25, 2018, and 25% on each three- and four-year anniversaries of the June 25 2018 grant date. The SARs will become fully exercisable in June 2022. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in

the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(12) The market value is based on the closing price of our Common Stock on December 31, 2018 of \$52.30, multiplied by the number of units.

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## Option Exercises and Stock Vested in 2018

The following table provides information regarding the exercise of SARs and vesting of RSUs held by our NEOs during the year ended December 31, 2018.

Name	Options Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(2)</sup>
Isaac Angel	-	-	8,715	463,289
Doron Blachar	-	-	2,418	128,541
Zvi Krieger	-	-	334	17,755
Shlomi Argas	-	-	334	17,755
Bob Sullivan	23,638(3)	1,327,420	334	17,755

(1) Value realized on exercise is based on the difference between the aggregate exercise price and the fair market value of the shares acquired at the time of exercise.

(2) Value realized on vesting is based on the fair market value of the shares at the time of vesting and includes the value of payments in lieu of fractional shares.

(3) Represents amount of shares received upon exercise of 40,000 SARs.

## Potential Payments upon Termination or Change in Control

The employment agreements of our executives contain the following terms regarding post-termination and change in control payments:

Isaac Angel. Pursuant to the terms of Mr. Angel's employment agreement, if the Company or Mr. Angel terminates his employment agreement for any reason other than for "Cause", Mr. Angel will be entitled to his salary, bonus and other benefits for the applicable Notice Period. The Notice Period in Mr. Angel's employment agreement is six months. In the event of termination other than for "Cause", Mr. Angel will also be entitled to an assignment of his "executive manager's insurance policy" and funds accumulated under such policy based on deductions from his base salary, and a payment of the difference, if any, between the sums accumulated under such policy on account of his severance pay, and the amount of severance pay to which he is entitled based on his monthly base salary at the time of termination multiplied by the number of years he has been employed by the Company or Ormat Systems.

Mr. Angel is entitled to change of control payments if within two months prior to or twelve months following the occurrence of a "Change of Control", his employment is terminated by the Company other than for "Cause" or if he resigns for "Good Reason". In either of these events, Mr. Angel's Notice Period will be twelve months instead of six months, and all options and SARs granted to Mr. Angel will be accelerated and will become fully vested and exercisable (or payable) as of the date of the "Change of Control" (in the event the termination or resignation occurred prior to or at the date of the "Change of Control") or as of the termination date (in the event the termination or resignation occurred after the date of "Change of Control"). The Company will also be required to pay him any compensation to which he is entitled during the extended Notice Period.

On November 7, 2017 the Compensation Committee and our Board approved certain changes to “Change of Control” as defined in Mr. Angel’s employment agreement and as of December 1, 2017 “Change of Control” applicable for Mr. Angel and Mr. Blachar is defined as the consummation of any of the following events, in a single transaction or in a series of related transactions: (i) the acquisition of the Company by another person(s) or entity by means of a merger, reorganization, consolidation, or similar event in which such person(s) will hold, immediately after such acquisition, more than 50% of the outstanding voting power of the Company, the acquiring, resulting or surviving corporation; or (ii) the sale of all or substantially all of the assets of the Company (on a consolidated basis) to another entity (except an entity that is one of the Company’s subsidiaries or affiliates or affiliated with any of the Company’s then-current principal stockholders). The term “Change of Control” excludes any transaction or series of related transactions that are part of an internal voluntary reorganization and/or restructuring of the Company and/or its subsidiaries and affiliates that does not involve the acquisition of control by a third party not affiliated with the Company, its subsidiaries and affiliates, such as a change in the state of incorporation of the Company and/or acquisition by the Company of its own shares from any person.

“Good Reason” is defined in Mr. Angel’s employment agreement as (i) a reduction in salary or diminution of Mr. Angel’s annual bonus opportunity; (ii) diminution in authority, responsibilities or duties; (iii) diminution in the budget over which Mr. Angel has authority; (iv) an adverse change in reporting responsibilities; (v) relocation of Mr. Angel’s main office; and (vi) any other breach of the employment agreement.

“Cause” is defined in Mr. Angel’s employment agreement as (i) any of the reasons mentioned in Sections 16-17 of the Israel Severance Pay Law, 1963; (ii) conviction for any felony involving moral turpitude or affecting the Company or its affiliates (including a plea of guilty or no contest); (iii) conviction for the embezzlement of the Company’s or its affiliates funds or an attempt to do so; (iv) conduct by Mr. Angel that constitutes gross misconduct or gross neglect of his duties to the Company or its affiliates, as well as any breach of Mr. Angel’s fiduciary duties to the Company or its affiliates; and (v) breach of any material term of the employment agreement; provided that such breach was not cured (if capable of being cured) by Mr. Angel within 14 days following written notice thereof.

Doron Blachar. In the event of a “Change of Control” as defined above, all options, SARs and RSU granted to Mr. Blachar will be accelerated and will become fully vested and immediately exercisable (or payable). If Mr. Blachar’s employment is terminated for any reason, he will be entitled to receive any unpaid annual bonus in respect of any completed fiscal year that has ended on or prior to the termination date. Additionally, subject to achievement of any applicable performance conditions, Mr. Blachar will be entitled to receive the annual bonus that would otherwise have been earned in respect of the fiscal year in which termination occurs, prorated to the termination date. The Company is required to make such payments on the days on which they would have otherwise been made had no termination occurred and in no event later than two and a half months after the last day of the fiscal year in which termination occurred.

Shlomi Argas. In the event of a “Change of Control” as defined above, all options, SARs and RSU granted to Mr. Argas will be accelerated and will become fully vested and immediately exercisable (or payable).

We believe that the change in control provisions in the employment agreements for our executives are appropriate to help ensure that, if a change in control occurs, our executives can act in the best interest of all our stockholders without concern for the uncertainty and without the distraction that would result from the effects a change in control could have on our executives’ personal interests. We believe the purpose of these change in control provisions is to protect our NEOs from termination of employment that frequently occurs upon a change in control, rather than to provide a payment when the change in control occurs even though the NEO’s employment is continued. We also believe that the level of post-termination payments for our NEOs is competitive and appropriate.

Except as set forth above, our executives do not have specific change in control payment provisions in their employment agreements (however, see above with respect to acceleration of vesting of equity-based awards). All of our executives are entitled to salary and payment of other compensation during the relevant notice period.





Certain of our executive officers are based in Israel on a full-time or part-time basis, and thus are also entitled to lump sum severance pay amounting to their last monthly salary multiplied by the number of years of their service for the Company under Israeli law. Our executive officers are also entitled to payments under our defined contribution plan. The employment agreements of our current executive officers do not include non-compete or non-solicitation provisions, with the exception of the employment agreements of Mr. Angel, Mr. Blachar and Mr. Argas.

#### Estimated Payments and Benefits upon Termination

The amount of compensation and benefits payable to each of our NEOs in the event of termination without cause or as a consequence of a change in control has been estimated in the table below. The Company does not provide excise tax gross-ups for change in control payments. There is no distinction in the calculation of the termination payments due to our executives in the event of termination without cause or termination upon a change in control, except in the case of our CEO, whose payments and benefits upon termination are described under “Potential Payments upon Termination or Change in Control” above. The amounts have been calculated based on the assumption that the termination occurred on December 31, 2018.

Name	Termination without Cause (\$)	Change in Control (\$)
Isaac Angel	551,136	1,102,272
Doron Blachar	313,712	313,712
Zvi Krieger	510,045	510,045
Shlomi Argas	651,616	651,616
Bob Sullivan	–	–

## PAY RATIO

Our CEO, Isaac Angel, had fiscal year 2018 total compensation of \$7,984,551, as reflected in the Summary Compensation Table included in this Proxy Statement. We estimate that the median of the annual total compensation of all Ormat employees for the year ended December 31, 2018, except our CEO, was \$68,200. As a result, Mr. Angel's annual total compensation was approximately 117 times that of the median annual total compensation of all employees.

### Identifying the Median Employee

We identified the median employee using compensation information derived from our payroll records. Our methodology in calculating the annual total compensation for employees other than our CEO included salary, social benefits, health insurance and cash bonus. Accordingly, the calculation included the following compensation components in the following jurisdictions: (a) in the U.S., annual total compensation included salary, health insurance (employer's portion) and 401K (employer's portion); (b) in Israel, annual total compensation included salary, bonus (including discretionary bonus) and social benefits; and (c) in jurisdictions where we have employees other than the U.S. and Israel, annual total compensation included salary, bonus and social benefits. Equity awards were included in the calculation of annual total compensation.

In identifying the median employee and determining total compensation or any elements of total compensation, we did not make any cost-of-living adjustments or any other material assumptions, adjustments or estimates, except as otherwise disclosed herein.

### Mr. Angel's Total Compensation

Mr. Angel had a total compensation of \$7,984,551 in 2018. This amount included an equity award of \$6,446,401 that was issued in 2018 and was designed to cover a four year compensation cycle. Excluding equity awards, Mr. Angel's annual total compensation was approximately 21 times that of the median annual total compensation of all employees.

## DIRECTOR COMPENSATION

### Cash Compensation

The cash compensation of our non-employee directors is as follows:

· Base annual retainer of \$60,000 as fees related to their service on our Board.

· Board and committee meeting fees are subject to an aggregate \$35,000 cap, regardless of the number of meetings such director attends. The fees include:

· \$2,500 per day for each in-person Board meeting attended; \$500 per day for each telephonic Board meeting attended; and \$1,000 per day for telephonic participation in an in-person Board meeting.

· \$1,500 per day for each in-person committee meeting attended and \$500 per day for each telephonic committee meeting attended.

· The Chairs of the Audit Committee, Nominating and Corporate Governance Committee, Compensation Committee and Investment Committee receive supplemental annual cash retainers of \$15,000, \$10,000, \$10,000 and \$10,000, respectively, none of which are subject to the \$35,000 cap.

· The non-employee Chairman of the Board receives a supplemental annual retainer with an aggregate value of \$100,000, consisting of a \$40,000 cash retainer and equity compensation with a value of \$60,000, as further described below.

· We promptly reimburse all directors for transportation and lodging expenses actually incurred to attend meetings of our Board or committees.

### Equity Compensation

The Company customarily grants the annual award of equity compensation to its non-employee directors in November of each year. The Company does not have stock ownership guidelines for its directors.

On November 8, 2018 each of our directors was granted annual equity incentive compensation with an aggregate value of \$120,000 and a target value mix of 80% RSUs and 20% SARs, with the actual number of RSUs and SARs based on the closing price of our Common Stock on the next business day following the date of grant. Mr. Koyanagi and Mr. Nishigori declined the grant of, and thus were deemed never to have acquired, the RSUs and the award of RSUs was subsequently cancelled for no value. Mr. Freeland, the Chairman of our Board, was granted, as described above, an additional equity award with an aggregate value of \$60,000 with a target value mix of 80% RSUs and 20% SARs, with the actual number of RSUs and SARs based on the closing price of our Common Stock on the next business day following the date of grant.

The following table sets forth the total compensation paid to each member of our Board during the year ended December 31, 2018:

Name	Fee Earned or Paid in Cash (\$)	Stock Awards(\$) <sup>(1)</sup>	Options Awards (\$) <sup>(2)</sup>	Total (\$)
Ravit Barniv	105,000	24,000	96,000	225,000
Robert Clarke	36,500 <sup>(3)</sup>	-	-	36,500
Dan Falk	110,000	96,000	24,000	230,000
Todd C. Freeland	144,000	144,000	36,000	324,000
David Granot	104,350	96,000	24,000	224,350
Stan H. Koyanagi - <sup>(4)</sup>	- <sup>(4)</sup>	- <sup>(4)</sup>	24,000	24,000
Yuichi Nishigori - <sup>(5)</sup>	- <sup>(5)</sup>	- <sup>(5)</sup>	24,000	24,000
Dafna Sharir	53,000	144,000	36,004	233,004
Stanley B. Stern	87,500	96,000	24,000	207,500
Byron Wong	92,500	96,000	24,000	212,500

Represents the grant date fair value of RSU awards based on Ormat's closing stock price on the next day of (1) business following the date of grant. Each RSU represents the right to receive one share of Common Stock upon vesting.

(2) Represents the grant date fair value of SARs awards. For a discussion of the assumptions used in reaching this valuation, see footnote 3 to the Summary Compensation Table above.

(3) Mr. Clarke has served as Director of the Company until May 7, 2018.

(4) Mr. Koyanagi has elected to forego the cash retainer and the RSU awards to which members of our Board are entitled for 2018.

(5) Mr. Nishigori has elected to forego the cash retainer and the RSU awards to which members of our Board are entitled for 2018.

The following table provides a summary of the aggregate number of unexercised SARs and unvested RSUs outstanding for each of our non-employee directors as of December 31, 2018.

Name	Unexercised Options Outstanding	Unexercised SARs Outstanding	Unvested RSUs Outstanding
Ravit Barniv	15,000	2,982	1,825
Dan Falk	15,000	3,112	1,825
Todd C. Freeland	7,500	2,982	2,738
David Granot	15,000	1,621	1,825
Stan H. Koyanagi	7,500	1,621	-
Yuichi Nishigori	7,500	2,393	-
Dafna Sharir	-	2,982	1,825
Stanley B. Stern	15,000	1,621	1,825
Byron Wong	7,500	2,982	1,825

## TRANSACTIONS WITH RELATED PERSONS

On May 4, 2017, the Company entered into a commercial cooperation agreement (the “CCA”), a registration rights agreement (the “RRA”) and the Governance Agreement (collectively, the “Transaction Agreements”) with ORIX in connection with the ORIX Transaction. The Transaction Agreements became effective upon the closing of the ORIX Transaction on July 26, 2017.

### Commercial Cooperation Agreement

Pursuant to the Commercial Cooperation Agreement, the Company and its affiliates have an exclusive right of first refusal to own, invest in, develop and operate new geothermal business opportunities outside the State of Japan that are sourced by or presented to ORIX or its affiliates after the effective date of the Commercial Cooperation Agreement, subject to certain limitations. The Company and its affiliates also have the exclusive right to provide certain geological, engineering, procurement, construction, operational and/or management services, and the option to acquire up to 49% ownership of all geothermal projects within the State of Japan that (i) are new geothermal business opportunities sourced by or presented to ORIX or its affiliates after the effective date of the Commercial Cooperation Agreement, (ii) have an expected generating capacity of greater than 15 MW and (iii) that are 100% owned by ORIX or its affiliates, or with respect to which ORIX or its affiliates have the ability to control all relevant decisions without being required to obtain any third party consent. Subject to certain limitations, ORIX and its affiliates must use their commercially reasonable efforts to engage the Company or its affiliates to provide certain geological, engineering, procurement, construction, operational and/or management services to all geothermal projects within the State of Japan that meet the foregoing criteria, but that have an expected generating capacity of 15 MW or less. Furthermore, ORIX must use commercially reasonable efforts to assist the Company and its affiliates in obtaining project financing for geothermal projects from certain providers of debt financing with which ORIX or its affiliates have a commercial relationship at the applicable time.

The Commercial Cooperation Agreement will be suspended during any period in which ORIX and its affiliates cease to own, collectively, at least 13% of the voting power of all of our outstanding Common Stock or other securities entitled to vote generally for the election of directors to the Board. During any such period, neither the Company nor ORIX will have any obligations under the Commercial Cooperation Agreement nor will they be liable for any claims under the Commercial Cooperation Agreement that arise during such period. The Commercial Cooperation Agreement may not be terminated except (i) by mutual agreement of the Company and ORIX, (ii) on the effective date of termination of the Governance Agreement (other than a termination resulting from the breach thereof by ORIX or its affiliates), (iii) in the event of an uncured event of default or (iv) upon certain bankruptcy or insolvency events with respect to any of the parties thereto.

### Governance Agreement

The Governance Agreement sets forth the rights and obligations of the Company and ORIX with respect to certain corporate governance matters of the Company, including, but not limited to, the appointment of directors to our Board, the composition of Board Committees and voting with respect to matters submitted to a vote of the stockholders of the Company. The Governance Agreement also sets forth limitations on the ability of ORIX and its affiliates to acquire our securities in excess of certain thresholds.

Pursuant to the Governance Agreement, the Company (i) appointed the three directors designated by ORIX to our Board to fill the vacancies created by the resignation of three of the Company’s former directors from the Board upon the closing of the ORIX Transaction and (ii) increased the size of the Board to nine directors and appointed the Independent Director to our Board. See “Corporate Governance—Overview” above for additional information concerning ORIX’s and the Company’s rights to designate director nominees for election to our Board and appointment to Board Committees pursuant to the Governance Agreement.





Under the Governance Agreement, the Company and our Board must cause each director nominee designated by ORIX and the Independent Director to be included in management's slate of nominees for election as a director at each annual or special meeting of stockholders of the Company at which directors are to be elected. The Company must also use reasonable best efforts to cause the election of each such director nominee and Independent Director and, in the event any such director nominee or Independent Director fails to be elected or, following election, ceases to be a director for any reason, ORIX has the right to designate replacement director nominees or fill the vacancy on our Board, as applicable, subject to approval by the Company. The Governance Agreement also provides that ORIX will vote or cause to be voted all securities beneficially owned by ORIX and its affiliates in favor of the election of all director nominees nominated by the Nominating and Corporate Governance Committee, and ORIX will not take, alone or in concert with others, any action to remove or oppose any director or director nominee nominated by the Nominating and Corporate Governance Committee.

The Governance Agreement also restricts ORIX and its affiliates from taking certain actions during the period that began upon the closing of the ORIX Transaction on July 26, 2017 and ends on the later of the third anniversary of such closing and the date on which ORIX is no longer entitled to nominate any directors to our Board (the "Standstill Period"), including:

- beneficially owning, individually or as part of a group, any class or series of voting securities of the Company in excess of 30% of the aggregate amount of the then-outstanding voting securities of such class or series;

- engaging in any "solicitation" of "proxies" (as those terms are defined under Regulation 14A under the Exchange Act) relating to the election of directors with respect to the Company, becoming a "participant" (as such term is defined under Regulation 14A under the Exchange Act) in any solicitation seeking to elect directors not nominated by our Board or otherwise seeking to influence any person or group with respect to the voting of any voting securities of the Company other than with respect to ORIX's director nominees;

- voting in favor of or otherwise supporting any transaction that would result in a Change of Control (as defined in the Governance Agreement) of the Company, if the transaction is opposed by our Board;

- making any public request or proposal seeking to have the Company waive or make amendments to our organizational documents in a manner that would either impede or facilitate a Change of Control of the Company; and

- making any public request or proposal that the Company effect any material change to its dividend policy.

Such restrictions will be suspended upon certain events, including, but not limited to, the Company's entering into a definitive agreement providing for a transaction that would result in a Change of Control.

During the Standstill Period, ORIX is also required to vote or cause to be voted, on any action to be taken by the Company's stockholders, in proportion to votes cast by all the stockholders of the Company (other than ORIX and its affiliates), all voting securities of the Company representing in excess of 25% of the outstanding voting power of the Company.

The Governance Agreement grants ORIX preemptive rights in the event of certain issuances of securities by the Company, as well as information rights with respect to the Company's business, operations, finances, personnel and prospects, upon ORIX's reasonable request, but in no event more than once during any twelve-month period.

The Governance Agreement will terminate or may be terminated as follows:

at the time ORIX and its affiliates collectively hold less than 5% of the voting power of all the outstanding voting securities of the Company;

upon the mutual written agreement of the Company and ORIX;

by ORIX, upon a material breach by the Company of the Governance Agreement that has not been cured within ten business days after written notice thereof has been received by the Company; or

by the Company, upon a material breach by ORIX of the Governance Agreement that has not been cured within ten business days after written notice thereof has been received by ORIX.

#### Registration Rights Agreement

The Registration Rights Agreement provides, among other things, that ORIX may, at any time, request that the Company file a registration statement with the SEC in order to permit a public offering and sale of Company securities held by ORIX. ORIX may exercise such demand registration rights twice, provided that ORIX will be entitled to exercise such demand registration rights a third time in the event the Company includes shares for its own account or other selling stockholders in an offering pursuant to either of the first two demand registrations. ORIX may not exercise such demand registration rights less than 120 days following the effective date of a registration statement filed by the Company in respect of such demand registration rights or any other registration of securities held by ORIX. The Registration Rights Agreement also provides that if at any time the Company proposes to file a registration statement with the SEC in connection with any public offering of its common stock, ORIX will be permitted to require the Company to include the securities held by ORIX in such registration. At least 5 business days before the Company files any registration statement registering securities held by ORIX or any related prospectus, or any amendment or supplement thereto, the Company must furnish to ORIX for review copies of all documents proposed to be filed and include in such documents reasonable changes as ORIX and the Company may agree should be included.

#### Review, Approval or Ratification of Transactions with Related Persons

The Company recognizes that transactions between the Company and any of our executive officers, directors or beneficial holders of more than 5% of our capital stock or their respective immediate family members, may present potential or actual conflicts of interest or may create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Therefore, as a general matter, and in conformance with the Company's Code of Business Conduct and Ethics and financial reporting policies and procedures, transactions with related persons are consummated only if the requisite approvals are obtained and only if the terms of the transaction are determined to be in the best interests of the Company and its stockholders.

Pursuant to our Fourth Amended and Restated By-Laws, the Audit Committee shall review and approve related party transactions in excess of certain dollar thresholds set forth in SEC rules and regulations and the NYSE listing standards. To facilitate such review and approval, the Company has adopted a formal written policy which requires the executive officer or director initiating a related party transaction to prepare (i) a memorandum summarizing the terms and conditions of the proposed transaction, including pricing and market conditions, and (ii) a preliminary draft agreement, which memorandum and preliminary draft agreement are then provided to the Company's Disclosure Committee for review. The Disclosure Committee, comprised of our CFO, General Counsel, Corporate Secretary, VP and Corporate Controller, and VP Corporate Finance and Investor Relations, reviews the business terms of the transaction, materiality, and applicable corporate laws and regulations, and determines whether the transaction is required to be reviewed and approved by the Audit Committee, our Board, and/or the stockholders. In accordance with the determination of the Disclosure Committee, the proposed transaction is then reviewed by the Audit

Committee, our Board, and/or the stockholders, as applicable. A related party transaction will only be approved or ratified if the transaction is in the best interests of the Company and its stockholders, as the Audit Committee, our Board, and/or the stockholders determine in good faith. In addition, the fairness of each related party transaction is evaluated to ensure that the terms are consistent with arm's length transactions of a similar nature according to prevailing market terms and conditions, where such comparisons are available and appropriate.

## EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes share and exercise price information about the Company's equity compensation plans as of December 31, 2018.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation plans approved by security holders	5,000,000*	\$46.77	3,605,740†
Equity Compensation plans not approved by security holders		—	—
Total	5,000,000*	\$46.77	3,605,740†

Stock options, SARs and RSUs were issued pursuant to the 2012 Incentive Compensation Plan (the "2012 ICP") and the 2018 Incentive Compensation Plan that was approved at the 2018 Annual Stockholders Meeting (The "2018 ICP")

\*. Shares of our Common Stock to be issued upon exercise of these equity awards are registered on our Registration Statement on Form S-8 covering 4,000,000 shares filed with the SEC on May 18, 2012 and our Registration Statement filed with the SEC on May 8, 2018 covering 5,000,000 shares.

†. Following the approval at the 2018 Annual Meeting of Stockholders of our 2018 ICP no further awards will be granted under the 2012 ICP, though there are still unexercised options outstanding under the 2012 ICP.

## OTHER MATTERS

We know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the stockholders for a vote at the Annual Meeting, however, the proxy holders will vote your shares in accordance with their best judgment. This discretionary authority is granted by the execution of the form of proxy.

## OTHER INFORMATION

### Householding of Proxies

Under rules adopted by the SEC, we are permitted to deliver a single Notice of Internet Availability of Proxy Materials to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, called householding, allows us to reduce the number of copies of these materials we must print and mail. Even if householding is used, each stockholder will continue to be entitled to submit a separate proxy or voting instructions.

The Company is not householding this year for those stockholders who own their shares directly in their own name. If you share the same last name and address with another Company stockholder who also holds his or her shares directly, and you would each like to start householding for the Company's annual reports and proxy materials, please contact us at Ormat Technologies, Inc., 6140 Plumas St., Reno, Nevada 89519, Attention: Corporate Secretary, telephone (775) 356-9029.

This year, some brokers and nominees who hold Company shares on behalf of stockholders may be participating in the practice of householding proxy statements and annual reports for those stockholders. If your household receives a single Notice of Internet Availability of Proxy Materials for this year, but you would like to receive your own copy, please contact us as stated above, and we will promptly send you a copy. If a broker or nominee holds Company shares on your behalf and you share the same last name and address with another stockholder for whom a broker or nominee holds Company shares, and together both of you would like to receive only a single set of the Company's disclosure documents, please contact your broker or nominee as described in the voter instruction card or other information you received from your broker or nominee.

If you consent to householding, your election will remain in effect until you revoke it. Should you later revoke your consent, you will be sent separate copies of those documents that are mailed at least 30 days or more after receipt of your revocation.

### Additional Filings

The Company's reports on Forms 10-K, 10-Q, 8-K and all amendments to those reports are available without charge through the Company's website, [www.ormat.com](http://www.ormat.com), as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Our Code of Business Conduct and Ethics, Code of Ethics Applicable to Senior Executives, Audit Committee Charter, Corporate Governance Guidelines, Nominating and Corporate Governance Committee Charter, Compensation Committee Charter, and amendments thereto are also available at our website, as described above. If we make any amendments to our Code of Business Conduct and Ethics or Code of Ethics Applicable to Senior Executives or grant any waiver, including any implicit waiver, from a provision of either code applicable to our CEO, CFO or principal accounting officer requiring disclosure under applicable SEC rules, we intend to disclose the nature of such amendment or waiver on our website. The content of our website, however, is not part of this Proxy Statement.

You may request a copy of our SEC filings, as well as the foregoing corporate documents, at no cost to you, by writing to the Company address appearing in this Proxy Statement or by calling us at (775) 356-9029.



## Proxy Solicitation

The Company will bear the entire cost of this proxy solicitation. In addition to soliciting proxies, we expect that our directors, officers and management employees may solicit proxies personally or by mail, facsimile, telephone, or other electronic means, for which solicitation they will not receive any additional compensation. We will reimburse brokerage firms, custodians, fiduciaries and other nominees for their out-of-pocket expenses in forwarding solicitation materials to beneficial owners upon our request.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our officers and directors, and persons who beneficially own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater-than-10% beneficial owners are required by SEC regulations to furnish us with copies of all reports they file pursuant to Section 16(a).

We believe, based solely upon a review of the forms filed and written confirmation provided by our officers, directors, and greater-than-10% beneficial owners, that during 2018 all of our officers, directors, and greater-than-10% beneficial owners filed on a timely basis the reports required by Section 16(a) of the Exchange Act, except for one report reporting two transactions that was filed late by one of our executive officers as a result of a clerical error.

## Stockholder Proposals for 2020 Annual Meeting of Stockholders

Stockholders of the Company may submit proposals that they believe should be voted upon at the Company's annual meeting of Stockholders or nominate persons for election to the Board. Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals meeting certain requirements may be eligible for inclusion in the Company's proxy statement for the Company's 2020 Annual Meeting of Stockholders. To be eligible for inclusion in the Company's 2020 proxy statement, any such stockholder proposals must be submitted in writing to the Secretary of the Company no later than December 4, 2019, in addition to complying with certain rules and regulations promulgated by the SEC. The submission of a stockholder proposal does not guarantee that it will be included in the Company's proxy statement.

Alternatively, stockholders seeking to present a stockholder proposal or nomination at the Company's 2020 Annual Meeting of Stockholders, without having it included in the Company's proxy statement, must timely submit notice of such proposal or nomination. To be timely, a stockholder's notice shall be delivered to the Corporate Secretary at the principal offices of the Company not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the 2019 Annual Meeting of Stockholders, unless the date of the 2019 Annual Meeting of Stockholders is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 60 days from the anniversary of the 2018 Annual Meeting of Stockholders. For the Company's 2020 Annual Meeting of Stockholders, this means that any such proposal or nomination must be submitted no earlier than January 22, 2020 and no later than February 21, 2020. If the date of the 2019 Annual Meeting of Stockholders is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 60 days from the anniversary of the 2018 Annual Meeting of Stockholders, the stockholder must submit any such proposal or nomination no earlier than the close of business on the 120th day prior to the 2020 Annual Meeting of Stockholders and not later than the close of business on the later of the 90th day prior to the 2020 Annual Meeting of Stockholders, or if the first public announcement of the date of the 2020 Annual Meeting of Stockholders is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which the public announcement of the date of such meeting is first made.

Notices of any proposals or nominations for the Company's 2019 Annual Meeting of Stockholders should be sent to Ormat Technologies, Inc., Corporate Secretary, 6140 Plumas St., Reno, Nevada 89519.





ORMAT TECHNOLOGIES, INC.

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2019  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Isaac Angel, Chief Executive Officer, Hezi Kattan our General Counsel and Chief Compliance Officer and Ety Rosner, Vice President and Corporate Secretary, and each of them, as proxies, each with full power of substitution, to represent the signers and vote as designated on the reverse side, all the shares of Common Stock of Ormat Technologies, Inc. held of record by the undersigned on March 25, 2019 at the Annual Meeting of Stockholders to be held at the White & Case LLP, at 1221 Avenue of the Americas, New York, NY, 10020 on May 21, 2019, or any adjournment or postponement thereof.

Directions to the office of White & case LLP may be found at:  
<http://www.whitecase.com/locations/americas/new-york>

(Continued and to be signed on the reverse side)

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ANNUAL MEETING OF STOCKHOLDERS OF

ORMAT TECHNOLOGIES, INC.

May 21, 2019

PROXY VOTING INSTRUCTIONS

**INTERNET** - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

COMPANY  
NUMBER  
ACCOUNT  
NUMBER

**TELEPHONE** - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

**NOTICE OF INTERNET**

**AVAILABILITY OF PROXY**

**MATERIAL**: The Notice of Meeting, proxy statement and proxy card are available at - <http://materials.proxyvote.com/686688>

Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2 AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENVELOPE PROVIDED. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. Election of Directors.

FOR AGAINST ABSTAIN

(A) Dan Falk

(B) Todd C. Freeland

(C) Byron G. Wong

2. To ratify the Kesselman Kesselman, a member firm of PricewaterhouseCoopers

International Limited as independent auditors of the Company for 2019.

To approve, in a non-binding, advisory 3. vote, the compensation of our named executive officers

Note: Such other business as may properly come before the meeting or any adjustment or postponement thereof.

This proxy is solicited on behalf of the Board of Directors of the Company. This proxy, when properly executed, will be voted in accordance with the instructions given above. If no instructions are given, this proxy will be voted "FOR" the election of each Director nominee and "FOR" proposals 2 and 3.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder    Date:    Signature of Stockholder    Date:

Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. Note: If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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